

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

2001 JUL 30 PM 8:30
US BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:) Chapter 11
W. R. GRACE & CO., et al.¹,)
Debtors.) Case No. 01-01139 (JIF)
) (Jointly Administered)
) Objection Deadline: August 20, 2001 at 4:00 p.m.
) Hearing Date: To be scheduled, only if objections
are timely filed and served.

**FIRST QUARTERLY INTERIM APPLICATION OF STROOCK &
STROOCK & LAVAN LLP FOR COMPENSATION FOR SERVICES
AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO
THE COMMITTEE OF UNSECURED CREDITORS OF
W. R. GRACE & CO., ET AL., FOR THE INTERIM PERIOD
FROM APRIL 12, 2001 THROUGH JUNE 30, 2001**

Pursuant to sections 1103, 330 and 331 of title 11 of the United States Code (as amended, the "Bankruptcy Code"), Fed. R. Bankr. P. 2016, the Retention Order (as defined below), the Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Professionals and Official Committee Members (the

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food >N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guánica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

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“Administrative Fee Order”) and Del.Bankr.LR 2016-2, Stroock & Stroock & Lavan LLP (“Stroock”), counsel to the Official Committee of Unsecured Creditors (the “Committee”) of W.R. Grace & Co. and its sixty-one domestic subsidiaries and affiliates that are debtors and debtors-in-possession in this Court (the “Debtors”), hereby applies for an order allowing it (i) compensation in the amount of \$369,873.75 for professional services rendered by Stroock as counsel for the Committee and (ii) reimbursement for the actual and necessary expenses incurred by Stroock in rendering such services in the amount of \$19,318.00 (the “First Quarterly Fee Application”), in each case for the interim quarterly period from April 12, 2001 through and including June 30, 2001 (the “Fee Period”). In support of this Application, Stroock respectfully states as follows:

Background

1. On April 2, 2001 (the “Petition Date”), each of the Debtors filed voluntary petitions for reorganization under chapter 11 of the Bankruptcy Code and has continued in the management and operation of their businesses and property pursuant to §§ 1107 and 1108 of the Bankruptcy Code. Pursuant to an order of the Court, the Debtors’ Chapter 11 cases have been procedurally consolidated and are being jointly administered.

2. The Debtors operate a worldwide specialty chemicals and materials business and employ approximately 3860 full and part-time employees. On a consolidated basis, for the fiscal year 2000, Grace reported a net loss of \$89.7 million² from \$1.59 billion in net revenues. The Debtors’ bankruptcy filings report that in fiscal year 2000, on a consolidated

² The Debtors’ pleadings further report that this net loss results in part from a \$294.0 million asbestos-related charge to earnings recorded in the fourth quarter of 2000.

basis, Grace's sales are generated approximately 50% by the Debtors and 50% by the Debtors' non-debtor subsidiaries and affiliates.

3. On April 12, 2001, the United States Trustee formed the Committee. During the first meeting of the Committee on April 12, 2001, the Committee duly selected Stroock as its counsel to represent the Committee in all matters during the pendency of the Debtors' Chapter 11 cases. The Committee thereafter approved the retention of Duane, Morris & Heckscher LLP ("DM&H") as its local Delaware counsel.

4. The United States Trustee also appointed two separate official committees to represent the interests of claimants asserting asbestos-related personal injury claims and asbestos-related property damage claims against the Debtors (collectively, the "Asbestos Claim Committees"). On June 8, 2001, the United States Trustee appointed an official committee to represent the interests of equity security holders of the Debtors.

5. By application dated May 1, 2001, Stroock sought Court approval for its retention as counsel to the Committee nunc pro tunc to April 12, 2001. The Court signed an order approving Stroock's retention as counsel to the Committee on May 30, 2001.

6. This is the first quarterly application Stroock has filed with the Court for allowance of compensation and reimbursement of expenses for services rendered to the Committee. This application is submitted pursuant to the terms of the Administrative Order Under §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, approved by the Court on May 3, 2001 (the "Administrative Fee Order").

7. Other than as described below, Stroock has received no payment and no promises for payment from any other source for services rendered in connection with these

cases. There is no agreement or understanding between Stroock and any other person (other than members of Stroock) for the sharing of compensation to be received for the services rendered in these cases.

8. As stated in the Affidavit of Lewis Kruger, Esq. annexed hereto as Exhibit “D,” all of the services for which interim compensation is sought herein were rendered for and on behalf of the Committee solely in connection with these cases.

Monthly Interim Fee Applications Covered Herein

9. Pursuant to the procedures set forth in the Administrative Fee Order, professionals may apply for monthly compensation and reimbursement (each such application, a “Monthly Fee Application”), and the notice parties listed in the Administrative Fee Order may object to such request. If no notice party objects to a professional’s Monthly Fee Application within twenty (20) days after the date of service of the Monthly Fee Application, the applicable professional may submit to the Court a certification of no objection whereupon the Debtors are authorized and directed to pay interim compensation and reimbursement of 80% of the fees and 100% of the expenses requested.

10. Furthermore, and also pursuant to the Administrative Fee Order, professionals are to file and serve upon the notice parties a quarterly request (a “Quarterly Fee Application”) for interim Court approval and allowance of the Monthly Fee Applications filed during the quarter covered by that Quarterly Fee Application. If the Court grants the relief requested by the Quarterly Fee Application, the Debtors are authorized and directed to pay the professional 100% of the fees and expenses requested in the Monthly Fee Applications covered by that Quarterly Fee Application less any amounts previously paid in connection with the Monthly Fee Applications. Any payment made pursuant to the Monthly Fee Applications or a

Quarterly Fee Application is subject to this Court's final approval of all fees and expenses at a hearing on the professional's final fee application.

11. This is the first Quarterly Fee Application for compensation for services rendered and reimbursement of expenses incurred that Stroock has filed with the Bankruptcy Court in connection with its representation of the Committee in these Chapter 11 cases.

12. Stroock has filed the following Monthly Fee Applications for interim compensation during the Fee Period:

- a. First application of Stroock & Stroock & Lavan LLP for compensation for services rendered and reimbursement of expenses as counsel to the Official Committee of Unsecured Creditors, for the period from April 12, 2001, through April 30, 2001, filed May 30, 2001 (the "First Fee Application"), attached hereto as Exhibit A.
- b. Second application of Stroock & Stroock & Lavan LLP for compensation for services rendered and reimbursement of expenses as counsel to the Official Committee of Unsecured Creditors, for the period from May 1, 2001, through May 31, 2001, filed July 2, 2001 (the "Second Fee Application"), attached hereto as Exhibit B.
- c. Third application of Stroock & Stroock & Lavan LLP for compensation for services rendered and reimbursement of expenses as counsel to the Official Committee of Unsecured Creditors, for the period from June 1, 2001, through June 30, 2001, filed July 30, 2001 (the "Third Fee Application"), attached hereto as Exhibit C.

13. Stroock has not filed any other Quarterly Fee Applications or Monthly Fee Applications as of this date. Stroock has received payment from the Debtors in the aggregate amount of \$113,115.93, representing \$111,140.80 (80% of the fees requested in the First Fee Application) and \$1,975.13 (100% of the expenses requested in the First Fee Application). As of the date of this First Quarterly Fee Application, Stroock had not yet received payment in respect of the allowance for fees and expenses sought in the Second Fee Application. A certificate of no objection was filed on July 27, 2001 with respect to the Second Fee Application.

14. Since being retained by the Committee, Stroock has rendered professional services to the Committee as requested and as necessary and appropriate in furtherance of the interests of the unsecured creditors of the Debtors' estates. Stroock respectfully submits that the professional services that it has rendered on behalf of the Committee were necessary and have directly benefited the creditor constituents represented by the Committee and have contributed to the effective administration of these cases. The detail for the Fee Period of the day-to-day services and the time expended in performing such services are fully set forth in each of the April, May and June Monthly Fee Applications attached hereto as Exhibits A through C.

Relief Requested

15. By this First Quarterly Fee Application, Stroock requests that the Court approve the interim allowance of compensation for professional services rendered, and the reimbursement of actual and necessary expenses incurred, by Stroock for the Fee Period, and as detailed in the April, May and June Monthly Fee Applications, less any amounts previously paid to Stroock pursuant to the procedures set forth in the Administrative Fee Order.³ As stated above, the full scope of services provided and the related expenses incurred are fully described in the April to June Monthly Applications, which are attached hereto as Exhibits A through C.

Disinterestedness

16. As disclosed in the following affidavits:
- a. Affidavit of Lewis Kruger in Support of Application to Application to Approve Retention of Stroock & Stroock & Lavan LLP as Counsel to the Official Committee of Unsecured Creditors Effective as of April 12, 2001 (the "Original Affidavit"), filed May 2, 2001;

³ Stroock reserves the right to seek at a later date compensation for services rendered and reimbursement for expenses incurred during the April through June 2001 period that are not otherwise included in the relevant April, May and June Monthly Fee Applications.

- b. Supplemental Affidavit of Lewis Kruger (the "Supplement Affidavit"), filed July 27, 2001;

Stroock does not hold or represent any interest adverse to the Debtors, the Debtors' estates, or their creditors with respect to the matters on which it is engaged and has been, at all relevant times, a disinterested person as that term is defined in section 101(4) of the Bankruptcy Code as modified by section 1107 of the Bankruptcy Code.

17. Stroock may have in the past represented, may currently represent, and likely in the future will represent parties-in-interest in these cases in connection with matters that are unrelated to the Debtors and these Chapter 11 cases. Stroock disclosed in the Original Affidavit and the Supplemental Affidavit its connections to parties-in-interest that it has been able to ascertain using its reasonable efforts. Stroock will update the Affidavits when necessary and when Stroock becomes aware of material new information.


WHEREFORE, Stroock respectfully requests that the Court enter an order, substantially in the form attached hereto

- (a) granting Stroock an interim allowance of (i) \$369,873.75 as compensation for the reasonable and necessary professional services rendered by Stroock to the Committee and (ii) of \$19,318.00 for reimbursement of actual and necessary costs and expenses incurred in connection with the rendition of those professional services, for a sum of \$389,191.75, for the Fee Period from April 12, 2001 through and including June 30, 2001; ~ ~

- (b) authorizing and directing the Debtors to pay to Stroock the outstanding amount of such sum; and
- (c) granting such other and further relief as this Court may deem just and proper.

Dated: New York, New York
July 27, 2001

STROOCK & STROOCK & LAVAN LLP

By: 
A Member of the Firm

180 Maiden Lane
New York, NY 10004
(212) 806-5400

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-01139 (JJF)
) (Jointly Administered)
Debtors.)
)
)

**ORDER ALLOWING COMPENSATION FOR SERVICES AND
REIMBURSEMENT OF EXPENSES OF STROOCK & STROOCK &
LAVAN LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF W. R. GRACE & CO., ET AL., FOR THE INTERIM
PERIOD FROM APRIL 12, 2001 THROUGH JUNE 30, 2001**

Upon the application (the "First Quarterly Fee Application")² of Stroock & Stroock & Lavan LLP ("Stroock") seeking the entry of an order allowing Stroock (i) compensation in the aggregate amount of \$369,873.75 for professional services rendered by Stroock as counsel for the Committee and (ii) reimbursement for the actual and necessary

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food & Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

² Unless otherwise defined, capitalized terms used herein shall have the meaning ascribed to them in the First Quarterly Fee Application.

expenses incurred by Stroock in rendering such services in the aggregate amount of \$19,318.00, in each case for the Fee Period from April 12, 2001, through June 30, 2001; and it appearing that the Court has jurisdiction to consider the First Quarterly Fee Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and this First Quarterly Fee Application is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and that due and proper notice of the First Quarterly Fee Application has been given; and it appearing that the relief requested in the First Quarterly Fee Application is in the best interests of the Debtors and their estates and creditors; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED, that the First Quarterly Fee Application is granted in its entirety on an interim basis; and it is further

ORDERED, that for the Fee Period April 12, 2001, through June 30, 2001, an allowance shall be made to Stroock in the sum of \$369,873.75, as compensation for the reasonable and necessary professional services rendered to the Committee; and it is further

ORDERED, that for the Fee Period April 12, 2001, through June 30, 2001, an allowance shall be made to Stroock in the sum of \$19,318.00 as reimbursement of the actual and necessary costs and expenses incurred by Stroock in connection with the rendition of its services; and it is further

ORDERED, that the Debtors are authorized and directed to pay to Stroock the outstanding amount of such sums as described above less any amounts previously paid to Stroock pursuant to the April, May and June Monthly Fee Applications and the procedures set forth in the Administrative Fee Order; and it is further

ORDERED, that Stroock has the right to seek at a later date compensation for services rendered and reimbursement for expenses incurred during the April through June 2001 period that are not otherwise included in the relevant April, May and June Monthly Fee Applications; and it is further

ORDERED, that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order; and it is further

ORDERED, that notwithstanding the possible applicability of Fed. R. Bankr. P. 6004(g), 7062, 9014, or otherwise, the terms and conditions of this order shall be immediately effective and enforceable upon its entry.

Dated: Wilmington, Delaware
_____, 2001

Joseph J. Farnan, Jr.
United States District Court Judge

- EXHIBIT A -

Exhibit A
[April, 2001 Fee Application]

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

Chapter 11

W.R. Grace & Co., et al.

Case No. 01-01139(JJF)

Debtors.

Jointly Administered

**FIRST APPLICATION OF STROOCK & STROOCK & LAVAN LLP FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR THE PERIOD FROM APRIL 12, 2001 THROUGH APRIL 30, 2001**

Name of Applicant

Stroock & Stroock & Lavan LLP

Authorized to Provide
Professional Services to:

Official Committee of Unsecured Creditors

Date of Retention:

April 12, 2001

Period for which compensation and
reimbursement is sought

April 12, 2001 – April 30, 2001

Amount of Compensation sought as
actual, reasonable and necessary:

\$138,926.00

Amount of Expense Reimbursement sought
as actual reasonable and necessary:

\$1,975.13

This is an: ☒ interim ☐ final application

The total time expended for fee application preparation is approximately ____ hours and the corresponding compensation requested is approximately \$ ____¹.

This is the first application filed

		Requested		Approved	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses

¹ This is Stroock's First Fee Application. Time expended for the preparation of this First Fee Application will be reflected in the next Fee Application.

W R Grace & Co.
 April 1, 2001 through April 30, 2001
 Attachment B

<u>Summary of Hours</u>	<u>Position</u>	<u>No. of Years in</u> <u>Position</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Kruger, Lewis	Partner	31	20.2	650 \$	13,130.00
Lavin, Howard	Partner	7	1.4	500 \$	700.00
Pasquale, Kenneth	Partner	3	9.8	475 \$	4,655.00
Raskin, Robert	Partner	8	32.6	550 \$	17,930.00
Wintner, Mark	Partner	20	22.4	525 \$	11,760.00
Keppler, Abbey	Associate	3	54.4	425 \$	23,120.00
Krieger, Arlene	Associate	8	93.1	425 \$	39,567.50
Sasson, Moshe	Associate	1	14.7	360 \$	5,292.00
Taruschio Anna	Associate	1	103.6	185 \$	19,166.00
Serrette, Rosemarie	Paralegal	5	24.5	130 \$	3,185.00
Holzberg, Ethel	Paralegal	21	2.9	\$145 \$	420.50
Total			379.6		\$ 138,926.00
			Blended Rate	\$	365.98

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	
	)	Chapter 11
W.R. GRACE & CO., <u>et al.</u> ¹	)	Case No. 01-01139 (JJF)
)	
Debtors.	)	Jointly Administered

**FIRST FEE APPLICATION BY STROOCK & STROOCK & LAVAN LLP, COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF W. R. GRACE
& CO., ET AL., FOR INTERIM COMPENSATION AND FOR REIMBURSEMENT OF
EXPENSES FOR SERVICES RENDERED DURING
THE PERIOD FROM APRIL 12, 2001 THROUGH APRIL 30, 2001**

Stroock & Stroock & Lavan LLP (“Stroock” or “Applicant”), counsel to the Official Committee of Unsecured Creditors (the “Committee”) of W. R. Grace & Co. (“Grace”) and its sixty-one domestic subsidiaries and affiliates that are debtors and debtor-in-possession (the “Debtors”) in this Court, for its application pursuant to 11 U.S.C. §§ 330 and 331 and in

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accordance with the Administrative Fee Order (defined below) for a first interim allowance of compensation for services rendered and for reimbursement of expenses incurred in connection therewith, respectfully represents as follows:

I. INTRODUCTION

1. By this application, Stroock seeks (i) an interim allowance of compensation for the professional services rendered by Stroock as counsel for the Committee for the period from April 12, 2001 through April 30, 2001 (the "First Monthly Period") in the aggregate amount of \$138,926.00, representing 352.2 hours of professional services and 27.4 hours of paraprofessional services; and (ii) reimbursement of actual and necessary expenses incurred by Stroock during the First Monthly Period in connection with the rendition of such professional services and paraprofessional services in the aggregate amount of \$1,975.13.

2. Venue of this proceeding and this application is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein are 11 U.S.C. §§ 330 and 331 and Federal Rules of Bankruptcy Procedure 2002(a) and 2016.

II. BACKGROUND

3. On April 2, 2001 (the "Petition Date"), each of the Debtors filed voluntary petitions for reorganization under chapter 11 of the Bankruptcy Code and have continued in the management and operation of their businesses and property pursuant to §§ 1107 and 1108 of the Bankruptcy Code. Pursuant to an order of the Court, the Debtors' Chapter 11 cases have been procedurally consolidated and are being jointly administered.

4. The Debtors operate a world-wide specialty chemicals and materials business and employ approximately 3860 full and part-time employees. On a consolidated basis, for the fiscal

year 2000, Grace reported a net loss of \$89.7 million² from \$1.59 billion in net revenues. The Debtors' bankruptcy filings report that in fiscal year 2000, on a consolidated basis, Grace's sales are generated approximately 50% by the Debtors and 50% by the Debtors' non-debtor subsidiaries and affiliates.

5. On April 12, 2001, the United States Trustee formed the Committee consisting of the following members: J.P. Morgan Chase & Co., ABN AMRO Bank N.V., Bank of America, N.A., The Bank of New York, as indenture trustee, Bankers Trust Company, as indenture trustee, First Union National Bank, Sealed Air Corporation, Wachovia Bank N. A., and Zhagrus Environmental, Inc. During the first meeting of the Committee on April 12, 2001, the Committee duly selected Stroock as its counsel to represent the Committee in all matters during the pendency of the Debtors' Chapter 11 cases. The Committee thereafter approved the retention of Duane, Morris & Heckscher LLP ("DM&H") as its local Delaware counsel. On or about May 18, 2001, Wells Fargo Bank Minnesota, N.A. succeeded The Bank of New York, as indenture trustee for the Debtors' 8% Note issue due 2004, and thereupon The Bank of New York resigned from the Committee.

6. The United States Trustee also appointed two separate official committees to represent the interests of claimants asserting asbestos-related personal injury claims and asbestos-related property damage claims against the Debtors (collectively, the "Asbestos Claim Committees").

7. By application dated May 1, 2000¹, Stroock sought Court approval for its retention as counsel to the Committee nunc pro tunc to April 12, 2001. No objections were

² The Debtors' pleadings further report that this net loss results in part from a \$294.0 million asbestos-related charge to earning recorded in the fourth quarter of 2000.

heard or filed to Stroock's retention and a certificate of no objection has been filed with the Court.

8. This is the first application Stroock has filed with the Court for an allowance of compensation and reimbursement of expenses for services rendered to the Committee. This application is submitted pursuant to the terms of the Administrative Order Under §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, approved by the Court on May 3, 2001 (the "Administrative Fee Order").

9. Applicant has received no payment and no promises for payment from any source for services rendered in connection with these cases. There is no agreement or understanding between the Applicant and any other person (other than members of Stroock) for the sharing of compensation to be received for the services rendered in these cases.

10. As stated in the Affidavit of Lewis Kruger, Esq. annexed hereto as Exhibit "A," all of the services for which interim compensation is sought herein were rendered for and on behalf of the Committee solely in connection with these cases.

III. SUMMARY OF SERVICES RENDERED

11. Since being retained by the Committee, Stroock has rendered professional services to the Committee as requested and as necessary and appropriate in furtherance of the interests of the unsecured creditors of the Debtors' estates. The variety and complexity of these cases and the need to act or respond on an expedited basis in furtherance of the Committee's needs have required the expenditure of substantial time by personnel from several legal disciplines, on an as-needed basis, including in certain instances, working into the evening and on weekends.

12. Stroock maintains written records of the time expended by attorneys and paraprofessionals in the rendition of their professional services to the Committee. Such time records were made contemporaneously with the rendition of services by the person rendering such services and in the ordinary course of Stroock's practice, and are presented in compliance with Delaware Local Rule 2016-2(d) amended effective as of February 1, 2001. A compilation showing the name of the attorney or paraprofessional, the date on which the services were performed, a description of the services rendered, and the amount of time spent in performing the services during the First Monthly Period is annexed hereto as Exhibit "B". In addition, Exhibit "C" hereto contains a summary of the hours expended by each of the attorneys and paraprofessionals during the First Monthly Period, their normal hourly rates, and the value of their services.

13. Stroock also maintains records of all actual and necessary out-of-pocket expenses incurred in connection with the rendition of its professional services, all of which are also available for inspection. A schedule of the categories of expenses and amounts for which reimbursement is requested is annexed hereto as Exhibit "D". Also included within Exhibit "D" is an itemization of each expense incurred within each category.

14. Stroock respectfully submits that the professional services that it rendered on behalf of the Committee were necessary and have directly benefited the creditor constituents represented by the Committee and have contributed to the effective administration of these cases.

15. The following summary of the services rendered during the First Monthly Period is not intended to be a detailed description of the work performed, as those day-to-day services and the time expended in performing such services are fully set forth in Exhibit "B". Rather, it is merely an attempt to highlight certain of these areas in which services were rendered to the

Committee, as well as to identify some of the problems and issues to which Stroock was required to direct its attention immediately.

(i) Case Administration/General – Category 0002

16. Stroock's attention to the Committee's organizational needs during the First Monthly Period enabled the Committee to quickly complete the initial administrative matters that were necessary to its efficient and effective participation in these cases. Following its retention by the Committee, Stroock attended to certain preliminary matters, such as the preparation of bylaws to govern the Committee and Committee contact information. In addition to attending to the Committee's organizational needs, Stroock immediately engaged Debtors' counsel in discussions concerning various topics including the first day motions.

17. The Debtors filed numerous first day motions with the Court in addition to their chapter 11 petitions, certain of which the Court had already issued orders on and certain of which had upcoming objection deadlines. While a number of those motions appeared to be relatively routine, certain of the motions appeared to seek relief granting preferred payment to certain creditors holding general unsecured claims. Still other first day motions need to be reviewed because of their fundamental importance to these cases. As a result, Stroock reviewed each of the first day motions filed by the Debtors, drafted memoranda to the Committee summarizing the relief requested in the motions, analyzing the legal issues, where appropriate, and recommended proposed positions for the Committee's consideration.

18. During this period, Stroock also coordinated the Committee's meeting and conference calls, and advised the Committee with respect to the retention of a financial consultant to assist the Committee in immediately evaluating, among other matters, the Debtors' employee retention programs and executive compensation plans, and position with respect to the

immediate payment of the Debtors' trade vendors. Stroock has expended 99.9 hours on this category for a fee of \$31,207.00.

(ii) Asbestos Litigation – Category 0005

19. The Debtors state that their Chapter 11 filings were precipitated by a substantial and unexpected increase in the number of asbestos cases filed against the Debtors, as well as the recent commencement of cases asserting new theories of asbestos-related liability against them. Given the fundamental importance of the asbestos claims-related matters to these cases, Stroock attorneys thoroughly reviewed the various pleadings filed both by and against the Debtors in the first weeks of these Chapter 11 cases impacting on the conduct of related asbestos actions against non-debtor third parties, and the procedures to be employed in this Court to resolve asbestos related claims, including the Debtors' motion for a preliminary injunction which sought to stay the filing of asbestos-related actions against certain non-debtor third parties. During this period, Stroock began to engage Debtors' counsel in discussions over the Debtors' positions on these matters, discussed with the Committee its position on the Debtors' preliminary injunction motion, and with the Committee's approval Stroock prepared and filed a response in support of the Debtors' preliminary injunction motion. Stroock has expended 23.6 hours on this category for a fee of \$10,945.00.

(iii) Retention of Professionals - Category 0006

20. During the First Monthly Period, Stroock spent considerable time conducting conflicts checks with respect to the over 1500 persons and entities known to be involved in these cases, in order to be able to include in Stroock's retention pleadings a full disclosure of its representation of such persons and entities. In addition, during this period, Stroock held discussions with potential candidates for the role as financial advisor to the Committee and

otherwise assisted the Committee in selecting those potential candidates to be interviewed by the full Committee. Upon the Committee's decision to retain FTI Policano & Manzo ("FTI P&M") as its financial advisor, Stroock reviewed and otherwise assisted FTI P&M in preparing proper retention pleadings with the Court.

21. The Debtors had filed a number of first day motions seeking the retention of counsel, special counsel, The Blackstone Group, L.P., as their financial advisor, and other professionals. In addition, the Committee was informed that the Debtors would also seek to retain an accounting firm. Stroock discussed the terms of employment of these professionals with the Committee and engaged the Debtors and representatives of The Blackstone Group in conversations aimed at addressing a number of objections the Committee had to the timing, scope and terms of The Blackstone Group's retention. With an objection deadline looming and little progress being made in resolving the issues in dispute, Stroock on behalf of the Committee, conducted case law research and prepared a draft objection to The Blackstone Group's retention. Thereafter, the Debtors, Blackstone and Stroock, on behalf of the Committee, agreed to continue to attempt to resolve the disputed issues consensually. Stroock has expended 58.5 hours on this category for a fee of \$13,499.00.

(iv) Creditors Committee Meetings/Conferences - Category 0007

22. Stroock held one in-person meeting and two conference calls with the full Committee during the First Monthly Period. Prior to each meeting and conference call with the Committee, Stroock prepared an agenda, reviewed each pending matter, and all underlying documentation in connection therewith. Thereafter, Stroock discussed each of these matters with the Committee and assisted the members in formulating a position thereon. Through these meetings, telephone conferences and correspondence, Stroock has assisted the Committee in

fulfilling its statutory duties to make informed decisions regarding the various issues which have already arisen in these cases and to monitor closely the Debtors' management of these proceedings. Stroock has expended 27.6 hours on this category for a fee of \$12,149.00.

(v) Court Hearings - Category 0008

23. Shortly after the chapter 11 cases were filed and in response to the Debtors' motion to withdraw the reference from the Bankruptcy Court with respect to those matters involving asbestos claims and related litigation, the District Court entered an order withdrawing the reference of the entirety of the Chapter 11 cases to the District Court and reassigned these cases to the Honorable Joseph J. Farnan, Jr. On April 18, 2001, Judge Farnan held an extended status conference to hear from the Debtors, counsel for the Committee and other parties-in-interest with respect to the broad issues in these cases. Stroock attended and actively participated, as necessary, in the status conference before the Court. Stroock has expended 3.5 hours on this category for a fee of \$1,925.00.

(vi) Post-Petition Financing - Category 0010

24. During the First Monthly Period, Stroock thoroughly reviewed the Debtors' proposed post-petition financing credit facility (the "DIP Facility"), discussed the same and made recommendations to the Committee as to modifications believed necessary to the proposed order granting final approval of the DIP Facility. Thereafter, Stroock engaged Debtors' and Bank's counsel in discussions with respect to the Committee's position. Ultimately the Committee's issues were consensually resolved. Stroock has expended 7.1 hours on this category for a fee of \$4,005.00.

(vii) Analysis of Pre-Petition Transactions – Category 0013

25. One of the first day orders entered by the Court which the Committee believed should be reconsidered by the Court was the order authorizing the Debtors to pay in full the claims of each of the Debtors' pre-petition trade creditors, which aggregated approximately \$35.0 million (the "Vendor Order"). Stroock reviewed the Debtors' motion and the order entered by the Court with the Committee, discussed the Committee's concerns and position with Debtors' counsel and worked with FTI P&M in obtaining from the Debtors information with respect to the bases for the Debtors need to pay certain of their trade vendors and suppliers. As a result of Stroock's efforts on behalf of the Committee, as assisted by FTI P&M, the Committee was able to reach a consensual resolution with the Debtors over the terms of a stipulation which modified the Vendor Order by providing for a significantly lesser amount of pre-petition trade claims to be currently paid. The stipulation also resolved the motion filed by The Chase Manhattan Bank seeking reconsideration of the Vendor Order. Stroock prepared the form of stipulation and it was submitted to the Court and approved on May 3, 2001. Stroock has expended 6.5 hours on this category for a fee of \$3,837.50.

(viii) Lift Stay Litigation - Category 0016

26. A motion to lift the stay was filed by Paul Price on behalf of itself and as the proposed representative of a class of plaintiffs involved in multi-district litigation currently pending against the Debtors in federal court. The multi-district litigation asserts asbestos-related property damage claims against the Debtors' estates. Stroock, on behalf of the Committee, reviewed the motion and the affidavit and memorandum of law filed in support thereof, and represented the Committee before the Court on Price's request to expedite the Court's

consideration of this motion. Stroock has expended 5.7 hours on this category for a fee of \$2,109.50.

(ix) Erisa Issues – Category 0020

27. Stroock expended a substantial amount of time during the First Monthly Period with respect to the various employee-related matters for which the Debtors sought authorization from the Court. These matters included (a) the relief sought in the extensive first day motion (the “Benefits Motion”) and obtained from the Court in a first day order (the “Benefits Order”) authorizing the Debtors to continue to pay their current, as well as former employees, independent contractors and directors, pre-petition (i) compensation, (ii) employee benefits, (iii) severance pay, (iv) workers’ compensation benefits, and (v) retiree health and life insurance, (b) approval for certain key employee retention programs, including change of control programs for the Debtors’ senior executives, interim approval for which had already been granted by the Court and (c) the Debtors request for authorization to assume employment agreements with eight of their senior executives.

28. Stroock reviewed each of these matters, prepared extensive memoranda to the Committee describing the benefits and agreements and advised the Committee with respect to the validity of the legal bases asserted by the Debtors to support the relief sought.

29. Stroock, on behalf of the Committee (i) prepared correspondence to the Debtors requesting that the Debtors refrain from making payments falling into one of several identified categories without further consultation with the Committee, (ii) engaged the Debtors in a number of conference calls to obtain a more complete understanding of the Debtors’ benefit programs and plans, the current expected future costs thereof and the beneficiaries of such programs, (iii) obtained from the Debtors and began to review certain of the benefit programs and plan

documentation, and (v) with FTI P&M, began during this period to evaluate the Debtors' key employee retention programs and the compensation packages for the Debtors' senior management.

30. The Committee was unable to obtain the Debtors' agreement to refrain from (i) making certain payments to their former and retired directors, executives and employees (the "Former Employees") under five different nonqualified pension plans and arrangements (the "Nonqualified Benefits") aggregating to approximately \$7.5 million for the 2001 calendar year alone and (ii) funding two "Rabbi Trusts."

31. As a result, and pursuant to Local Bankruptcy Rule 9013-2(e), Stroock prepared an extensive motion (the "Reconsideration Motion") requesting that this Court reconsider the Benefits Order to the extent it authorized the Debtors to pay Nonqualified Benefits to Former Employees and to fund the Rabbi Trusts. In connection with preparing the Reconsideration Motion, Stroock expended considerable time researching and analyzing all of the applicable legal issues. On or about May 2, 2001, Stroock filed the Reconsideration Motion. Stroock has expended 147.2 hours on this category for a fee of \$59,249.00.

IV. FACTORS TO BE CONSIDERED IN AWARDING ATTORNEYS' FEES

32. The factors to be considered in awarding attorneys fees have been enumerated in In re First Colonial Corporation of America, 544 F.2d 1291, 1298-99 (5th Cir. 1977), reh'g denied, 547 F.2d 573, cert. denied, 431 U.S. 904; these standards have been adopted by most courts. Stroock respectfully submits that a consideration of these factors should result in this Court's allowance of the full compensation sought.

(A) The Time and Labor Required. The professional services rendered by Stroock on behalf of the Committee have required the expenditure of substantial time and effort, as well as a high degree of professional competence and

expertise, in order to deal with the many complex issues encountered by the Committee with skill and dispatch. Occasionally, Stroock has been required to perform these services under significant time constraints requiring work late into the evening and on weekends. The services rendered by Stroock were performed efficiently, effectively and economically.

(B) The Novelty and Difficulty of Questions. Novel and complex issues have already arisen in the course of these Chapter 11 cases, and it can be anticipated that other such issues will be encountered. In this case, as in many others in which the firm is involved, Stroock's effective advocacy and creative approach have helped clarify and resolve such issues and will continue to prove beneficial.

(C) The Skill Requisite to Perform the Legal Services Properly. Stroock believes that its recognized expertise in the area of corporate reorganization, its ability to draw from highly experienced professionals in other areas of Stroock's practice, and its creative approach to the resolution of issues, are and will continue to contribute to the maximization of the distributions to the Debtors' unsecured creditors.

(D) The Preclusion of Other Employment by Applicant Due to Acceptance of the Case. Due to the size of Stroock's insolvency department, Stroock's representation of the Committee has not precluded its acceptance of new clients. However, the volume of the matters needing attention on a continuing basis has required several of the attorneys to commit significant portions of their time to these cases.

(E) The Customary Fee. The fee sought herein is based upon Stroock's normal hourly rates for services of this kind. Stroock respectfully submits that the fee sought herein is not unusual given the magnitude and complexity of these cases and the time expended in attending to the representation of the Committee, and is commensurate with fees Stroock has been awarded in other cases, as well as with fees charged by other attorneys of comparable experience.

(F) Whether the Fee is Fixed or Contingent. Pursuant to §§ 330 and 331 of the Bankruptcy Code, all fees sought by professionals employed under § 1103 of the Code are contingent pending final approval by this Court, and are subject to adjustment dependent upon the services rendered and the results obtained.

(G) Time Limitations Imposed by Client or Other Circumstances. As already indicated, Stroock has been required to attend to the various issues arising in these cases. Occasionally, Stroock has had to perform those services under significant time constraints requiring attorneys assigned to these cases to work evenings and on weekends.

(H) The Amount Involved and Results Obtained. Through the efforts of Stroock, the Committee has been an active participant in these Chapter 11 cases from the very first days of its formation, and its assistance, as well as constructive criticism, has greatly contributed to the efficient administration of these cases.

(I) The Experience, Reputation and Ability of the Attorneys. Stroock has one of the largest and most sophisticated insolvency practices in the nation and has played a major role in numerous cases of national import including: Acme Metals, Inc., Hillsborough Holdings Corporation, Laclede Steel Company, Gulf

States Steel, Inc. of Alabama, The LTV Corporation, Wheeling-Pittsburgh Steel Corporation, Allis-Chalmers Corporation, The Charter Company, Federated Department Stores, G. Heileman Brewing Company, Inc., Burlington Motor Holdings, Inc., Metallurg, Inc., Forstmann & Company, Inc., Barneys, Inc., Fruehauf Trailer Corporation, Levitz Furniture Incorporated, The Columbia Gas System, Inc., JWP, Inc., Planet Hollywood International and Anchor Glass Container Corporation. Stroock's experience enables it to perform the services described herein competently and expeditiously. In addition to its expertise in the area of corporate reorganization, Stroock has already frequently called upon the expertise of its partners and associates in the litigation and ERISA areas to perform the wide ranging scope of the legal work necessitated by these cases.

(J) The "Undesirability" of the Case. These cases are not undesirable, but as already indicated, have required a significant commitment of time from several of the attorneys assigned hereto.

(K) Nature and Length of Professional Relationship. As described above, Stroock has been actively rendering services on behalf of the Committee as necessary and appropriate from April 12, 2001 through to the present.

V. ALLOWANCE OF COMPENSATION

33. The professional services rendered by Stroock required a high degree of professional competence and expertise so that the numerous issues requiring evaluation and determination by the Committee could be addressed with skill and dispatch and have, therefore, required the expenditure of substantial time and effort. It is respectfully submitted that the services rendered to the Committee were performed efficiently, effectively and economically,

and the results obtained to date have benefited the Debtors' unsecured creditor body as a whole and the Debtors' estates.

34. With respect to the level of compensation, § 330 of the Bankruptcy Code provides, in pertinent part, that the Court may award to a professional person (including attorneys for a creditors' committee): "Reasonable compensation for actual necessary services rendered by [such] . . . professional person. 11 U.S.C. § 330. Section 330 further states that the court should take into consideration, inter alia, the nature, extent, and value of services performed, as well as the cost of comparable services other than in a case under this title. Id. The clear Congressional intent and policy expressed in this statute is to provide for adequate compensation in order to continue to attract qualified and competent bankruptcy practitioners to bankruptcy cases.

35. The total time spent by Stroock attorneys and paraprofessionals during the First Monthly Period was 379.6 hours. Such services have a fair market value of \$138,926.00. The work involved, and thus the time expended, was carefully assigned in light of the experience and expertise required for a particular task.

36. As shown by this Application and supporting documents, Applicant spent its time economically and without unnecessary duplication of time. Attached hereto as Exhibit "C" are summaries of the hours expended by the attorneys and paraprofessionals during the First Monthly Period, their normal hourly rates, and the value of their services.

37. In addition, Stroock incurred actual out-of-pocket expenses in connection with the rendition of the professional services to the Committee in the sum of \$1,975.13 for which Stroock respectfully requests reimbursement in full.

38. The disbursements and expenses have been incurred in accordance with Stroock's normal practice of charging clients for expenses clearly related to and required by particular matters. Such expenses were often incurred to enable Stroock to devote time beyond normal office hours to matters, which imposed extraordinary time demands. Stroock has endeavored to minimize these expenses to the fullest extent possible.

39. Stroock's billing rates do not include charges for photocopying, telephone and telecopier toll charges, computerized research, travel expenses, "working meals", secretarial overtime, postage and certain other office services, because the needs of each client for such services differ. Stroock believes that it is fairest to charge each client only for the services actually used in performing services for it. Stroock has endeavored to minimize these expenses to the fullest extent possible.

40. Stroock charges \$.07 per page for in-house photocopying services, with respect to computerized research services Stroock charges the actual cost from the vendor, and \$1.00 per page for out-going facsimile transmissions. Stroock does not charge for incoming facsimiles.

41. No agreement or understanding exists between Stroock and any other person for the sharing of any compensation to be received for professional services rendered or to be rendered in connection with these cases.

42. Stroock has reviewed the requirements set forth in Delaware Local Rule 2016-2, entitled "Motion for Compensation and Reimbursement of Expenses," and believes that this application for interim compensation and reimbursement of expenses is fully in compliance with the rules set forth therein.

43. No prior application has been made in this or in any other Court for the relief requested herein for the First Monthly Period.

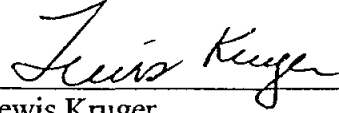
44. **WHEREFORE**, Stroock respectfully requests that this Court enter an order:

- (a) approving the allowance of compensation for professional services rendered to the Committee during the period from April 12, 2001 through and including April 30, 2001 in the amount of \$138,926.00;
- (b) approving the reimbursement of Stroock's out-of-pocket expenses incurred in connection with the rendering of such services during the period from April 12, 2001 through and including April 30, 2001 in the amount of \$1,975.13; and
- (c) authorizing the Debtor to pay as interim compensation to Stroock 80% of the amount of the professional services rendered and 100% of the expenses incurred by Stroock during the period from April 12, 2001 through and including April 30, 2001, subject to final payment of the full amount; and

(d) granting such other and further relief as this Court may deem just and proper.

Dated: New York, New York
May 29, 2001

STROOCK & STROOCK & LAVAN LLP

A handwritten signature in cursive script, appearing to read "Lewis Kruger", is written over a horizontal line.

Lewis Kruger
180 Maiden Lane
New York, New York 10038-4982
(212) 806-5400

Co-Counsel for the Official Committee of
Unsecured Creditors of W. R. Grace & Co.

EXHIBIT A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	
	)	Chapter 11
W.R. GRACE & CO., <u>et al.</u>	)	Case No. 01-01139 (JJF)
)	
Debtors.	)	Jointly Administered

AFFIDAVIT

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

LEWIS KRUGER, being duly sworn, deposes and says:

1. I am a member of the firm of Stroock & Stroock & Lavan LLP ("Stroock"), which firm maintains offices for the practice of law at 180 Maiden Lane, New York, New York 10038-4982. Stroock has acted as counsel to and has rendered professional services on behalf of the Official Committee of Unsecured Creditors (the "Committee") of W. R. Grace & Co., and sixty-one of its domestic subsidiaries and affiliates which are debtors and debtors-in-possession before this Court.

2. This affidavit is submitted pursuant to Bankruptcy Rule 2016(a) in support of Stroock's first monthly application for an interim allowance of compensation and for the reimbursement of expenses for services rendered during the period from April 12, 2001 through and including April 30, 2001 in the aggregate amount of \$140,901.13.

3. All services for which compensation is requested by Stroock were professional services performed for and on behalf of the Committee from April 12, 2001 through and including April 30, 2001 and not on behalf of any other person.

4. In accordance with Title 18 U.S.C. Section 155, neither I nor any member or associate of my firm has entered into any agreement, express or implied, with any other party-in-interest for the purpose of fixing the amount of any of the fees or other compensation to be allowed out of or paid from the Debtors' assets.

5. In accordance with Section 504 of the Bankruptcy Code, no agreement or understanding exists between me, my firm, or any member or associate thereof, on the one hand, and any other person, on the other hand, for division of such compensation as my firm may receive for services rendered in connection with these cases, nor will any division of fees prohibited by Section 504 of the Bankruptcy Code be made by me or any partner or associate of my firm.


LEWIS KRUGER

Sworn to before me this
24th day of May, 2001


Notary Public

ETHEL EARLEY
Notary Public, State of New York
No. 03-4650662
Qualified in Bronx County
Commission Expires March 30, 2003

EXHIBIT B

STROOCK & STROOCK & LAVAN LLP
180 Maiden Lane
New York, NY 10038

W R Grace & Co

May 25, 2001

FOR PROFESSIONAL SERVICES RENDERED and
disbursements incurred for the period through April 30, 2001 in
connection with the following matters:

	Hours	Total
0002 General Case Administration	99.90	31,207.00
0005 Asbestos Litigations	23.60	10,945.00
0006 Retention of Professionals	58.50	13,499.00
0007 Creditors Committee Meetings/Conferences	27.60	12,149.00
0008 Court Hearings	3.50	1,925.00
0010 Post Petition Financing	7.10	4,005.00
0013 Analysis of Pre-Petition Transactions	6.50	3,837.50
0016 Lift Stay Litigation	5.70	2,109.50
0020 Erisa Issues	147.20	59,249.00
Total	379.60	\$ 138,926.00

STROOCK & STROOCK & LAVAN LLP
180 Maiden Lane
New York, NY 10038

May 25, 2001
Invoice: 233825

W R Grace & Co
7500 Grace Drive
Columbia, MD 21044-4098

FOR PROFESSIONAL SERVICES RENDERED in the captioned matter for the period through April 30, 2001, including:

**RE: General Case Administration
699842. 0002**

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
04/13/2001	Review of First Day Orders.	Kruger, L.	0.6
04/15/2001	Review Debtors' motion re reclamation claims procedures (.3); review updated court docket and revise schedule of pending matters (1.1) ; review article re doctrine of necessity (.3); review revised form of order approving DIP financing received from Bank counsel (.6); memo to LK, R. Raskin, K. Pasquale re pending matters hearings (.9).	Krieger, A.	3.2
04/16/2001	Multiple office conferences LK and with RAR and LK re pending matters, agreement by Debtors' counsel to adjournment of Committee's time to respond to pending motions (1.2); office conferences RS re conflicts memoranda, contact list, notice of appearance, other (0.2).	Krieger, A.	1.4
04/16/2001	Review of documents; telephone call with J. Kapp regarding adjournment of time to respond; office conference with AK regarding correspondence with debtor's counsel.	Kruger, L.	1.4
04/16/2001	O/c A. Krieger re pleadings (.2); review pleadings (1.0); t/c J. Kapp re hearings and schedule and confirmatory email (.4).	Raskin, R.	1.6
04/16/2001	Administrative work in setting up retention case procedures (1.0); draft Notice of appearance (.6); review of first day and copies to parties and	Serrette, R.	2.5

Committee members (.9).

04/17/2001	Review pending motions (5.3); office conf/A. Taruschio re preparation of By-Laws, Retention Application, motion summaries (1.2); office conference RS re interim compensation procedures (.3); telephone call W. Katchen re interim compensation procedures (.1); telephone calls J. Kapp re utility motion and interim compensation motion and proposed revisions to the order (.2); prepared correspondence confirming Debtors' agreement to adjourn objection deadline on matters (.4); office conference RS re conflicts check to be conducted (.4); office conferences A. Keppler re correspondence to James Kapp (1.0).	Krieger, A.	8.9
04/17/2001	Telephone call with L. Davis Jones regarding status conference and review of her letter to Farnan.	Kruger, L.	0.4
04/17/2001	O/c A. Krieger re fee application procedures (.2); review comments to pending orders (.3); review draft letter re information requests (.2); numerous discussions re pending motions and review of same (.4).	Raskin, R.	1.1
04/17/2001	Conference with A. Krieger and R. Raskin re first day orders (.3); review and office conference with A. Krieger re administrative fee guidelines (.4); prepare for filing of Notice of Appearance (.4) update contact list (.3); research re SSL Retention (.7); review conflicts and conference with E. Holzberg re same (.5); review and revise 2000 Service List (.6).	Serrette, R.	3.2
04/17/2001	O/c conf. w/ A. Kriger re case background, committee bylaws, pending motions, and retention application (.9)	Taruschio, A.	0.9
04/18/2001	Office conference MW, AK re review and revise draft correspondence to Debtors seeking employee benefits related information and payment restraint (1.3); finalize correspondence to Kapp re agreement on extension of objection deadlines (1.0); telephone calls J. Kapp re agreement on revised order approving Utility Motion, discussed proposed changes to order establishing interim compensation procedures (.6); office conference RS re conflicts check, Committee contact list (.2); office conference K. Pasquale re re employee benefits related relief, and open points (.5); office conferences A. Taruschio re preparation of memoranda to the Committee summarizing the pending motions (.7); office conference LK and then prepared memorandum to the Committee re 4/20/01 Committee meeting and agenda therefor (6.0).	Krieger, A.	9.0

04/18/2001	Telephone call with T. Maher regarding payment of pre-chapter trade credits.	Kruger, L.	0.3
04/18/2001	Review and revise contact list (.3); work on conflict check in preparation for retention (.9).	Serrette, R.	1.2
04/18/2001	Review pending first day motions and draft summary memo to Creditors' Committee re same (9.5); oc w/ A. Krieger and D. Wildes re same (.4)	Taruschio, A.	9.9
04/19/2001	Office conference RAR re preparation of separate memorandum to the Committee regarding employee benefits matters and then office conference AK re same (.9); review Wachtell employment application, Blackstone employment application, review Kekst & Co. employment application (1.5), other office conferences AK re preparation of employee benefits memorandum to the Committee and then review, revise and prepare final form of same (3.7); office conferences AT re revision to Committee memorandum summarizing pending motions other than the employee-benefits related matters and review and revise same (.5); further office conferences MW, AK re comments to the employee benefits motion summary (.7).	Krieger, A.	8.3
04/19/2001	O/c L. Kruger re status (.3); o/c A. Krieger re pending items and staffing (.5); review all pending motions and memo to committee re same (3.5); o/cs A. Taruschio re comments to memo (.4); t/c N. Lazar re trade information and committee call (.2); follow-up re committee meeting (.3).	Raskin, R.	4.2
04/19/2001	O/c K. Pasquale re: case; review debtors' filings.	Sasson, M.	3.5
04/19/2001	Prepare for Committee meeting to interview prospective financial advisors and meeting (via phone) with Debtor on motion to pay essential vendors.	Serrette, R.	5.5
04/19/2001	Draft, revise, edit, traffic memo re pending motions to Committee w/ R. Raskin and A. Krieger	Taruschio, A.	13.3
04/20/2001	Conference with RR. (.2) and then conference call J. Kapp re requested extensions on Committee's time to respond to motions, proposed revisions to forms of orders, Committee objections to DIP, Blackstone motions, requested restraint on payment of benefits to retirees, other former employees (.3); office conference A. Taruschio re preparation of Committee By-Laws, retention application, affidavit and status of conflict check (.3).	Krieger, A.	0.8
04/20/2001	Committee review of DIP proposal and other pending matters.	Kruger, L.	1.2

04/20/2001	Review of fax from David Rosenbloom on behalf of Material Medical re asbestos issues.	Kruger, L.	0.2
04/20/2001	Post-meeting conf. call with J. Kapp re committee position regarding employee motions, dip financing, Blackstone retention and vendor payments.	Raskin, R.	0.5
04/20/2001	O/c w/ A. Krieger, E. Holzberg re status of retention papers and conflict search (.6); fax R. Raskin FA retention (.3); draft and finalize SSL retention application, affidavit, and order (1.3); collect and send docs to A. Krieger for review (.4); review and revise Committee bylaws (2.1).	Taruschio, A.	4.7
04/23/2001	Telephone call R. Higgins re Grace employee-related documentation (.1); review revised by laws (.1); office conferences RAR re preparation of objections, motion to vacate, retention pleadings (.1); office conference R. Serrette re revisions to contact list and conflicts information to Sean Cunningham at Policano & Manzo (.2); office conference EH re review conflicts information (.5).	Krieger, A.	1.0
04/24/2001	Office conferences RS re contact at P&M and forwarding of contact information (.2); review proposed revised orders re pending motions (.2); telephone calls R. Higgins re comments on the orders (.2); office conference EH re conflicts check (.3).	Krieger, A.	0.9
04/24/2001	Review and revise calendar, contact lists and conflict memo.	Serrette, R.	2.0
04/25/2001	Revise and finalize correspondence to J. Kapp re agreed upon extension of time for the Committee to respond to pending motions and forward same to the Committee (.2).	Krieger, A.	0.2
04/25/2001	Review of debtor proposal regarding payments to essential vendors and memo to committee regarding same.	Kruger, L.	0.3
04/26/2001	Update Contact list; work on conflict check re:representation; filing of response; update critical date calendar.	Serrette, R.	2.8
04/27/2001	Worked on Exhibit for conflicts Affidavit.	Holzberg, E.	2.9
04/27/2001	Numerous t/cs A. Krieger re meeting with the committee, wage motion issues and issues related to payment of pre-petition vendors.	Raskin, R.	0.7
04/30/2001	Review of letter from F. Perch of the U.S. Trustee's	Kruger, L.	0.3

office regarding request for appointment of equity committee.

04/30/2001	Review of Critical Date calendar (.3); review of pleadings (.4); conference with A. Krieger re conference call with Committee (.3).	Serrette, R.	1.0
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Summary of Hours

	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Holzberg, Ethel	2.9	\$ 145	\$ 420.50
Krieger, Arlene	33.7	425	14,322.50
Kruger, Lewis	4.7	650	3,055.00
Raskin, Robert	8.1	550	4,455.00
Sasson, Moshe	3.5	360	1,260.00
Serrette, Rosemarie	18.2	130	2,366.00
Taruschio Anna	28.8	185	5,328.00

Total For Professional Services Rendered \$ 31,207.00

Total for this Matter \$ 31,207.00

RE: Asbestos Litigations
699842. 0005

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
04/20/2001	Continued review of debtors' filings; t/c R. Raskin re: litigation motions.	Sasson, M.	1.5
04/23/2001	Review of proposed preliminary injunction order regarding filing of asbestos related actions against debtor affiliate.	Kruger, L.	0.2
04/23/2001	Attention to debtors' motion for injunction staying claims v. affiliates (2.4)	Pasquale, K.	2.4
04/23/2001	Review debtors' preliminary injunction/TRO motions; t/c K. Pasquale re: same.	Sasson, M.	3.5
04/24/2001	Attention to debtors' revised motion for Section 105 injunction (.8); attention to Cal. fraudulent transfer suit (.8)	Pasquale, K.	1.6
04/24/2001	Review material related to preliminary injunction hearing.	Raskin, R.	1.2
04/25/2001	Office conferences K. Pasquale re impact of 4/9/01 order withdrawing the references of these cases (.1); conference call with David Bernick, RAR, K. Pasquale re Debtors' preliminary injunction motion and background on the asbestos litigation (.7); review further revised committee joinder to Debtors' request for a preliminary injunction (.1).	Krieger, A.	0.9
04/25/2001	Office conference with RR and K. Pasquale; telephone call with counsel to debtor regarding asbestos issues and debtor TRO motion regarding same.	Kruger, L.	0.4
04/25/2001	Review of committee response to debtor motion for preliminary injunction regarding asbestos and fraudulent transfer actions.	Kruger, L.	0.3
04/25/2001	Attention to asbestos-related issues and stay motion in preparation for conference call with debtors (2.0); conference call with debtors' counsel re asbestos issues (.8); drafted committee's statement in response to preliminary injunction motion (1.5)	Pasquale, K.	4.3
04/25/2001	Review pleadings related to preliminary injunction (1.5); conf. call with counsel to Debtor re same (.5); review draft of response to preliminary injunction (.4);	Raskin, R.	2.7

review and revise memo to committee re
recommendation (.3).

04/25/2001	CC: w/debtors' counsel, R. Raskin, K. Pasquale, A. Krieger; t/c A. Krieger, K. Pasquale re creditors committee support for debtors' motion.	Sasson, M.	1.0
04/26/2001	Reviewed asbestos-related pleadings including objections to Debtors' preliminary injunction motion, Price lift stay motion, memorandum of law and related pleadings.	Krieger, A.	1.4
04/30/2001	Attention to pleadings of various parties to debtors motion for section 105 injunction (1.0)	Pasquale, K.	1.0
04/30/2001	Review responses to preliminary injunction.	Raskin, R.	1.2

Summary of Hours

	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Krieger, Arlene	2.3	\$ 425	\$ 977.50
Kruger, Lewis	0.9	650	585.00
Pasquale, Kenneth	9.3	475	4,417.50
Raskin, Robert	5.1	550	2,805.00
Sasson, Moshe	6.0	360	2,160.00

Total For Professional Services Rendered \$ 10,945.00

Total for this Matter \$ 10,945.00

RE: Retention of Professionals
699842. 0006

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
04/16/2001	Telephone call with Don Smith of Houlihan Lokey regarding possible retention.	Kruger, L.	0.3
04/16/2001	Telephone call with Debbie Spidach of Richards Layton.	Kruger, L.	0.2
04/16/2001	Telephone call with B. Katchen regarding retention.	Kruger, L.	0.3
04/16/2001	Preparation of retention materials.	Kruger, L.	0.3
04/17/2001	Telephone call with T. Maher regarding accountant retention and interviews; my telephone call with J. Kapp regarding open issues and adjournment of time to respond and status conference before Farnan.	Kruger, L.	0.6
04/17/2001	Telephone call with K. Simon of Deloitte regarding retention.	Kruger, L.	0.2
04/17/2001	Gather materials for retention application, prepare application, affidavit, and order (6.1)	Taruschio, A.	6.1
04/18/2001	Telephone calls with T. Maher regarding interviews of accountants; telephone call with E&Y and Deloitte regarding creditors issues.	Kruger, L.	0.4
04/22/2001	Reviewed and prepared revisions to retention application, affidavit.	Krieger, A.	1.6
04/23/2001	Revise draft application retaining Stroock as Committee counsel and review and revise Kruger affidavit in support of retention application (.4).	Krieger, A.	0.4
04/23/2001	Research, read cases, and draft Blackstone objection (7.8); oc with R. Raskin and A. Krieger re same (.4)	Taruschio, A.	8.2
04/24/2001	Review, revise Stroock retention application, Kruger affidavit (.3); telephone call Sean Cunningham re conflicts information, retention affidavit, for Policano and Manzo pleadings (.1).	Krieger, A.	0.4
04/24/2001	(4.6): review conflicts search w/ E. Holzberg and A. Krieger; (4.0) draft Blackstone objection motion.	Taruschio, A.	8.6
04/25/2001	Extended office conferences A. Taruschio re conflicts material for retention application (.9). further revise	Krieger, A.	1.4

Kruger affidavit (.2); review, revise order authorizing Stroock's retention (.2); office conference RS re additional conflicts checks to be conducted (.1).

04/25/2001	Review draft of objection to Blackstone retention and o/c A. Taruschio re same (.4).	Raskin, R.	0.4
04/25/2001	finalize Blackstone objection draft, review changes w/ R. Raskin (3.1); assist w/ conflicts search (7.9); edit drafts of Kruger affidavit w. A. Krieger (.9).	Taruschio, A.	11.9
04/26/2001	Office conferences A. Taruschio, EH re conflicts check information for Stroock application (.6).	Krieger, A.	0.6
04/26/2001	Revise, edit, and make calls for conflicts check (5.1)	Taruschio, A.	5.1
04/27/2001	Final review of retention pleadings and office conferences AT re same (1.0).	Krieger, A.	1.0
04/27/2001	Finalize retention papers and conflicts check w/ E. Holzberg and A. Krieger (6.1)	Taruschio, A.	6.1
04/30/2001	Office conference RAR re retention pleading and final changes thereto (.1); prepared final form of application (.2).	Krieger, A.	0.3
04/30/2001	Office conference with AK regarding retention agreement.	Kruger, L.	0.2
04/30/2001	Review and revise conflicts and retention affidavit and application w/A. Krieger (3.9)	Taruschio, A.	3.9

Summary of Hours

	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Krieger, Arlene	5.7	\$ 425	\$ 2,422.50
Kruger, Lewis	2.5	650	1,625.00
Raskin, Robert	0.4	550	220.00
Taruschio Anna	49.9	185	9,231.50

Total For Professional Services Rendered, \$ 13,499.00

Total for this Matter \$ 13,499.00

RE: Creditors Committee Meetings/Conferences
699842. 0007

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
04/12/2001	Conference with creditor's committee regarding various pending motions and organizational engagements.	Kruger, L.	0.6
04/13/2001	Telephone call with J. Kapp regarding adjournment of committee's need to respond to motion by 4/18/01 and the impact on payment of pre-petition trade debt.	Kruger, L.	0.4
04/16/2001	Conference call with Committee re Debtors' proposal to pay essential trade vendors, retention of accountants, request for supporting documentation from Debtors on trade payables issue, other (1.0); office conference K. Pasquale re same (.1).	Krieger, A.	1.1
04/16/2001	Conference call with committee regarding status of various debtor motions.	Kruger, L.	1.1
04/16/2001	O/c A. Krieger re pleadings (.2).	Raskin, R.	0.2
04/20/2001	Attended Committee meeting at uptown office and interview of accountants (4.5); conference call with representatives for the Debtors re payment of trade vendors (.2).	Krieger, A.	4.7
04/20/2001	Office conference with committee, interview of accountants for engagement by committee (3.3).	Kruger, L.	3.3
04/20/2001	Prepare for and attend committee meeting at 767 Third Avenue.	Raskin, R.	5.5
04/20/2001	Attend committee meeting.	Serrette, R.	6.3
04/20/2001	Attend Creditors' Committee meeting (3.5).	Wintner, M.	3.5
04/27/2001	Telephone call Veena Lertpachin re Committee conference call and agenda (.2); telephone call LK re Committee memorandum and conference call (.1).	Krieger, A.	0.3
04/30/2001	Telephone call Veena Lertpachin re conference call (.1); office conference LK re conference call, retention pleadings, other (.1); telephone call Sean Cunningham re 5/1/01 conference call (.1); telephone call Bill Katchen's office re conference call (.1).	Krieger, A.	0.6

<u>Summary of Hours</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Krieger, Arlene	6.7	\$ 425	\$ 2,847.50
Kruger, Lewis	5.4	650	3,510.00
Raskin, Robert	5.7	550	3,135.00
Serrette, Rosemarie	6.3	130	819.00
Wintner, Mark	3.5	525	1,837.50

Total For Professional Services Rendered \$ 12,149.00

Total for this Matter \$ 12,149.00

RE: Court Hearings
699842. 0008

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
04/18/2001	Attend court status conference.	Raskin, R.	3.5

<u>Summary of Hours</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Raskin, Robert	3.5	\$ 550	\$ 1,925.00

Total For Professional Services Rendered \$ 1,925.00

Total for this Matter \$ 1,925.00

RE: Post Petition Financing
699842. 0010

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
04/12/2001	Review DIP.	Kruger, L.	0.3
04/18/2001	Telephone call with RR and T. Maher regarding DIP extension, debtor in possession and increase in interim approval.	Kruger, L.	0.4
04/19/2001	Review DIP documentation, agreement and order (3.5); t/c L. Mandel re comments and questions to same (.4).	Raskin, R.	3.9
04/23/2001	Review final form of DIP order (.7); t/c L. Mandel re same (.2); t/c D. Bacon re comments to DIP order (.2).	Raskin, R.	1.1
04/25/2001	T/cs D. Bacon re comments to DIP order.	Raskin, R.	0.4
04/26/2001	Review revisions to DIP order and memo from debtors counsel re same.	Raskin, R.	0.7
04/27/2001	Review of Credit Lyonnais' response to DIP financing.	Kruger, L.	0.3

<u>Summary of Hours</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Kruger, Lewis	1.0	\$ 650	\$ 650.00
Raskin, Robert	6.1	550	3,355.00
Total For Professional Services Rendered			\$ 4,005.00

Total for this Matter \$ 4,005.00

RE: Analysis of Pre-Petition Transactions
699842.0013

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
04/12/2001	Review of pre-petition trade payment.	Kruger, L.	0.4
04/13/2001	Telephone call with J. Kapp regarding adjournment of DIP financing motion, payment of pre-petition trade debt and employee retention program and discussion with respect to pre-petition trade creditor payment program.	Kruger, L.	0.5
04/13/2001	Telephone calls with T. Maher regarding his telephone call with debtor regarding payment of pre-petition trade and creditor's committee need for written presentation.	Kruger, L.	0.6
04/13/2001	Review of fraudulent transfer case file.	Kruger, L.	0.4
04/19/2001	Review materials received from debtor related to trade vendor issues and forward to committee (.7); t/c T. Maher re supplemental information requested (.2); t/c J. Kapp re same (.2)	Raskin, R.	1.1
04/20/2001	Conference with Mike Policano, Ed Ordway and committee; telephone call with debtor and its professionals regarding payment program for critical pre-petition trade creditors.	Kruger, L.	1.6
04/23/2001	Telephone call Sean Cunningham (P&M) re discussion with Debtors representatives regarding payment of pre-petition trade payables, other (.3); office conference RAR re discussion with S. Cunningham (.1).	Krieger, A.	0.4
04/27/2001	Telephone calls Sean Cunningham re Debtors' trade payables proposal and review same (.5); prepared memorandum to the Committee re trade payable proposal (.2).	Krieger, A.	0.7
04/27/2001	Review of Policano & Manzo memo regarding vendor proposal.	Kruger, L.	0.5
04/28/2001	Review memo re critical vendors.	Raskin, R.	0.3

Summary of Hours

	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Krieger, Arlene	1.1	\$ 425	\$ 467.50
Kruger, Lewis	4.0	650	2,600.00
Raskin, Robert	1.4	550	770.00

Total For Professional Services Rendered \$ 3,837.50

Total for this Matter \$ 3,837.50

RE: Lift Stay Litigation
699842. 0016

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
04/26/2001	Attention to Price motion to lift automatic stay (.5)	Pasquale, K.	0.5
04/26/2001	T/c R. Raskin, K. Pasquale A. Krieger, B. Katchen; revised CC's filings; t/c R. Serrette re: filing, service; review fraudulent conveyance complaint; review Price objection to debtors' motion; review Price motion to shorten time, relief from stay.	Sasson, M.	2.5
04/27/2001	T/c R. Raskin, K. Pasquale re: motion by Zonolite plaintiffs.	Sasson, M.	0.2
04/30/2001	T/c R. Raskin, K. Pasquale re: motion by Zonolite plaintiffs; t/c D. Bernick.	Sasson, M.	2.5

<u>Summary of Hours</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Pasquale, Kenneth	0.5	\$ 475	\$ 237.50
Sasson, Moshe	5.2	360	1,872.00

Total For Professional Services Rendered \$ 2,109.50

Total for this Matter \$ 2,109.50

RE: Erisa Issues
699842.0020

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
04/12/2001	Review of motions regarding employee retention.	Kruger, L.	0.3
04/13/2001	Review first day orders and employment agreements.	Keppler, A.	3.3
04/16/2001	Office conference with MSW re first day orders and retention plans (.3), meeting with L. Kruger, R. Raskin, A. Krieger and MSW re KERP and 1st day orders (1); draft description of plans for correspondence to Debtors (1); office conference with MSW (1) telephone H. Lavin re employment contracts (.3).	Keppler, A.	3.6
04/16/2001	Meeting with MW, RAR, LK re pre-petition wage motion and authorization obtained by the Debtors and further discussions regarding preparation of correspondence to Debtors counsel (1.5); began to prepare draft correspondence (.9).	Krieger, A.	2.4
04/16/2001	Office conference with RR, A. Keppler and M. Wintner; telephone call with J. Kapp regarding employee and retiree benefits, and information request.	Kruger, L.	0.5
04/16/2001	Telephone conference with A. Keppler regarding Employment Agreements of Norris, Siegel, Tarola and Corcoran (.2); review same (1.2).	Lavin, H.	1.4
04/16/2001	O/c L. Kruger re background related to payment of pre-petition wages (.4); o/c M. Wintner and A. Keppler re employment agreements and motions (.4).	Raskin, R.	0.8
04/16/2001	Review Debtor's First Day Wage Order and Motion to Assume Executive Employment Agreements (3.5); office conference Lewis Kruger, Rob Raskin, Arlene Krieger and Abbey Keppler re same (0.5); draft letter to Debtor with Krieger and Keppler, requesting that Debtor suspend payments under certain employee benefit plans (1.0).	Wintner, M.	5.0
04/17/2001	Review list of employee benefit plans and draft correspondence for Debtors' re refraining from making certain payments (3.3), related discussions with MSW (.3) and A. Krieger (.3).	Keppler, A.	3.9
04/17/2001	Office conference MSW, AK re preparation of draft correspondence to James Kapp re employee-benefits-related information (.3).	Krieger, A.	0.3

04/17/2001	Review of letter to debtor's counsel regarding employee benefits, adjournment of time to respond to debtor's motion.	Kruger, L.	0.3
04/17/2001	Review Debtor's First Day Wage Order and draft letter to Debtor (from Arlene Krieger) asking that Debtor suspend payments under certain benefit plans.	Wintner, M.	1.0
04/18/2001	Review and revise correspondence to Debtors re first day orders and retention plans related discussions with MSW and A. Krieger.	Keppler, A.	2.0
04/18/2001	Office conference MW, AK re review and revise draft correspondence to Debtors seeking employee benefits related information and payment restraint (1.3).	Krieger, A.	1.3
04/18/2001	Review letter re employee issues.	Raskin, R.	0.4
04/18/2001	Review and revise draft letter to Debtor re employee benefit plans.	Wintner, M.	0.5
04/19/2001	Office conference with A. Krieger, R. Raskin and MSW re First Day Orders, draft summary memo to committee re authorization included in first day orders and Debtors benefit plans, analysis of plans.	Keppler, A.	6.5
04/19/2001	Prepared final form of correspondence to J. Kapp re employee benefits documentation request and requested restraint on payments (3.0).	Krieger, A.	3.0
04/19/2001	Review Executive Employment Agreements (1.0); draft analysis of Employee Benefit Programs for Committee and office conference with Arlene Krieger and Abbey Keppler re same.	Wintner, M.	4.4
04/20/2001	Discussions with MSW and A. Krieger re objection to payments to former executives and employees and retention plans.	Keppler, A.	1.3
04/20/2001	Telephone call Roger Higgins re Debtors' response to employee benefits correspondence and follow-up office conference MW re basis for objection to pending motions and with AK re same.	Krieger, A.	1.0
04/20/2001	Telephone call with Kirkland & Ellis re request for employee benefit plan documents (1.0).	Wintner, M.	1.0
04/22/2001	Reviewed first day orders re severance payments, retiree benefits authorized, reviewed relief sought by Debtors re key employee retention programs and arguments for Committee objection to final authorization of same.	Krieger, A.	2.3

04/23/2001	Discussions with A. Krieger and MSW (.4); review documents, plans and employment agreements (4).	Keppler, A.	4.4
04/23/2001	Office conferences A. Keppler re receipt and review of benefit program documentation (.3); office conference M. Wintner re extensions obtained and review of documentation, possible vacatur of first day wage benefit order (.2); review case law re Rule 59 and 60 of the Federal Rules of Civil Procedure (1.0).	Krieger, A.	1.5
04/23/2001	Review employee benefit plans.	Wintner, M.	1.0
04/24/2001	Review correspondence re payment of employee benefits and office conference with MSW re same.	Keppler, A.	0.5
04/24/2001	Preparation of correspondence to Jay Kapp re adjournments of employee benefit related matters and deferral of submission of Blackstone order (1.0).	Krieger, A.	1.0
04/24/2001	Office conferences A. Keppler re preparation of reconsideration motion (.5); office conference A. Taruschio re case law re necessity doctrine and application to Grace cases (.5); correspondence to S. Cunningham re employee benefits documentation received from Grace (.1); correspondence to R. Higgins, John Forgach re employee benefits (.5); office conference M. Sasson re local rule for reconsideration motions (.1); began to prepare reconsideration motion and review application of federal rule (1.5); telephone call R. Higgins re Kapp correspondence on retiree payment and reviewed correspondence (.2).	Krieger, A.	3.4
04/24/2001	Review letter from Debtor's counsel concerning payment of employee benefits pursuant to First Day Wage Order and office conference with A. Keppler re same.	Wintner, M.	0.5
04/25/2001	Discussions with MSW, A. Krieger and R. Raskin re reconsideration request on some benefits (1) review plans and related documents and correspondence (2.5) draft memorandum to the committee re: same (1).	Keppler, A.	4.5
04/25/2001	Telephone call S. Cunningham re employee benefit related documentation and review thereof (.2); office conference A. Keppler re preparation of reconsideration motion (.1); office conference RAR re Kapp correspondence (.1); meeting with RAR, MW, AK re Debtors' response, preparation of memorandum to the Committee describing the programs at issue and recommending a course of action after conversing with Debtor, and telephone call Jay Kapp re 4/26/01	Krieger, A.	2.4

	conference call to discuss programs (1.0); review AK draft memorandum to the Committee, Debtor letter and wage motion in preparation for 4/26/01 conference call (.7); telephone call R. Higgins re 4/26/01 conference call (.1); e-mails to S. Cunningham and E. Ordway re scheduled conference call and forwarded applicable documentation (.2).		
04/25/2001	Review reply re employee issues, o/c Wintner and Keppler re same (.7).	Raskin, R.	0.7
04/25/2001	Begin research on necessity of payment doctrine for A. Krieger (1.5)	Taruschio, A.	1.5
04/25/2001	Office conference Rob Raskin; Arlene Krieger and Abbey Keppler re recommended response to Debtors' stated intention to continue to pay retired and terminated employees under various Employee Benefit Plans, under authority of First Day Wage/Benefits Order (0.5); review various Employee Benefit Plan documents and Workers Compensation policies (1.0).	Wintner, M.	1.5
04/26/2001	Conference call with S. Cunningham et.al. and A. Krieger and MSW re employee benefits (2), draft memo to Committee re request for reconsideration of authorization for certain nonqualified pensions and workers' compensation, related discussions with A. Krieger and MSW (5.2).	Keppler, A.	7.2
04/26/2001	Extended conference call with Debtors' representatives, MW, AK, preparation Policano & Manzo re nonqualified plans, deferred compensation programs and follow-up office conferences S. Cunningham and E. Ordway re same and recommendation to the Committee on authorization granted by Benefits order, and preparation of memorandum to the Committee setting forth programs and recommendation thereon (2.0); further office conferences A. Keppler re preparation of draft memorandum to the Committee with respect to reconsideration of the Benefits Order (.5); reviewed draft memorandum re reconsideration motion relating to nonqualified draft benefit programs and prepared comments thereon (2.1).	Krieger, A.	4.6
04/26/2001	Review memo re employee issues.	Raskin, R.	0.4
04/26/2001	Research and draft necessity section for Employee payment reconsideration motion for A. Krieger (4.8).	Taruschio, A.	4.8
04/26/2001	Telephone conference call A. Krieger, A. Keppler, Policano & Manzo Debtor and Debtors' counsel re Employee Benefit Plans (1.0), follow-up meeting with	Wintner, M.	2.0

	A. Krieger and A. Keppler (0.4) and revise draft memo to Creditors Committee (0.6).		
04/27/2001	Telephone Debtors, MSW and A. Krieger re workers compensation (1); draft memo to committee re motion for reconsideration of certain first day orders and related discussions with A. Krieger, draft motion for reconsideration (8.2).	Keppler, A.	9.2
04/27/2001	Office conferences A. Keppler re comments to the Committee memorandum discussing employee benefit programs (.3); extended conference with Debtors' representatives and counsel and MW, AK re workers' compensation programs and liability and follow-up discussion with MW, AK re same and recommendation to the Committee (1.5); prepare memorandum to the Committee re employee benefit issues and Committee meeting to discuss (.5); office conferences A. Taruschio re case law discussing the necessity doctrine and its application, application of Section 507(a)(3) and (a)(4) (1.2); further office conferences AK re reconsideration motion structure and arguments (1.6).	Krieger, A.	5.1
04/27/2001	Review of memo on benefits order and motion for reconsideration.	Kruger, L.	0.4
04/27/2001	Research brief point on reconsideration of employee motion (6.4); o/c w/A. Krieger re same (1.7)	Taruschio, A.	8.1
04/27/2001	Review memo to Creditors' Committee and draft Motion re Employee Benefit Plans (0.8); telephone conference Arlene Krieger, Abbey Keppler, Debtor and Debtor's counsel re Workers' Compensation policies and arrangements (0.8); office conference A. Krieger and A. Keppler re scope of memo to Committee and draft Motion to Reconsider First Day Wage and Benefits Order (0.4).	Wintner, M.	2.0
04/28/2001	Draft motion for reconsideration of certain nonqualified pension payments.	Keppler, A.	4.0
04/28/2001	Review, revise draft motion for reconsideration.	Krieger, A.	4.2
04/28/2001	research and write brief on necessity doctrine and employee payments (5.7)	Taruschio, A.	5.7
04/29/2001	Draft motion for reconsideration of authorization for certain employee benefit payments included in First Day orders.	Keppler, A.	4.0
04/29/2001	Further review and revisions to draft reconsideration motion and office conferences A. Keppler re same.	Krieger, A.	4.4

04/30/2001	Review and revise form of reconsideration motion (4.6); telephone call MW re same (.1); extended meeting with A. Taruschio re legal analysis for reconsideration motion (2.1).	Krieger, A.	6.7
04/30/2001	Office conference with AK regarding employee issues.	Kruger, L.	0.2
04/30/2001	Review and revise reconsideration motion for employee benefits w/ A. Krieger (4.8)	Taruschio, A.	4.8

Summary of Hours

	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Keppler, Abbey	54.4	\$ 425	\$ 23,120.00
Krieger, Arlene	43.6	425	18,530.00
Kruger, Lewis	1.7	650	1,105.00
Lavin, Howard	1.4	500	700.00
Raskin, Robert	2.3	550	1,265.00
Taruschio Anna	24.9	185	4,606.50
Wintner, Mark	18.9	525	9,922.50

Total For Professional Services Rendered \$ 59,249.00

Total for this Matter \$ 59,249.00

EXHIBIT C

W R GRACE & CO
THROUGH APRIL 30, 2001

PARTNERS	HOURS	RATE	AMOUNT
KRUGER, L.	20.2	\$ 650.00	\$ 13,130.00
LAVIN, H.	1.4	\$ 500.00	\$ 700.00
PASQUALE, K.	9.8	\$ 475.00	\$ 4,655.00
RASKIN, R.	32.6	\$ 550.00	\$ 17,930.00
WINTNER, M.	22.4	\$ 525.00	\$ 11,760.00
ASSOCIATES			
KEPPLER, A.	54.4	\$ 425.00	\$ 23,120.00
KRIEGER, A.	93.1	\$ 425.00	\$ 39,567.50
SASSON, M.	14.7	\$ 360.00	\$ 5,292.00
TARUSCHIO, A.	103.6	\$ 185.00	\$ 19,166.00
PARAPROFESSIONALS			
HOLZBERG, E.	2.9	\$ 145.00	\$ 420.50
SERRETTE, R.	24.5	\$ 130.00	\$ 3,185.00
TOTALS:	379.6		\$ 138,926.00

EXHIBIT D

STROOCK & STROOCK & LAVAN LLP
 180 Maiden Lane
 New York, NY 10038

Disbursement Register

May 25, 2001
 Invoice: 233825

RE: 699842 W R Grace & Co
 0002 General

Disbursements incurred for the period through April 30, 2001,
 including:

<u>Date</u>	<u>Description</u>	<u>Amount</u>
Outside Messenger Service		
04/25/2001	Federal Express T#805721372796 R. RASKIN to: J. DICKSON ATLANTA,GA	19.51
04/26/2001	Federal Express T#402249013386 A. KRIEGER to: S. CUNNINGHAM / E. ORDWAY SADDLE B	13.06
Outside Messenger Service Total		32.57
Meals		
04/24/2001	VENDOR: Petty Cash; INVOICE#: 04/20/01; DATE: 4/24/01 04/19/01 NY PETTY CASH A.TARUSCHIO	9.13
04/30/2001	VENDOR: Petty Cash; INVOICE#: 04/27/01; DATE: 4/30/01 04/25/01 NY PETTY CASH J.MEDORO	10.00
Meals Total		19.13
Local Transportation		
04/27/2001	VENDOR: Petty Cash; INVOICE#: 04/26/01; DATE: 4/27/01 04/24/01 NY PETTY CASH E.HOLZBERG	49.05
04/30/2001	VENDOR: Petty Cash; INVOICE#: 04/30/01; DATE: 4/30/01 04/24/01 NY PETTY CASH L.XRUGER	18.00
Local Transportation Total		67.05
Long Distance Telephone		

04/19/2001	EXTN.5422, TEL.312-861-2124, S.T.14:31, DUR.04:06	1.41
04/19/2001	EXTN.5422, TEL.312-861-2124, S.T.17:03, DUR.00:12	0.28
04/19/2001	EXTN.5422, TEL.312-861-2124, S.T.19:05, DUR.00:18	0.17
04/20/2001	EXTN.5511, TEL.202-393-2000, S.T.13:52, DUR.00:24	0.28
04/20/2001	EXTN.5002, TEL.312-861-2124, S.T.16:08, DUR.01:18	0.64
04/20/2001	EXTN.5002, TEL.302-654-1888, S.T.16:40, DUR.01:54	0.64
04/20/2001	EXTN.5002, TEL.312-861-2129, S.T.09:02, DUR.03:36	1.28
04/23/2001	EXTN.3430, TEL.302-654-1888, S.T.19:02, DUR.00:12	0.17
04/23/2001	EXTN.5430, TEL.302-654-1888, S.T.19:04, DUR.01:24	0.35
04/23/2001	EXTN.5544, TEL.312-861-2160, S.T.10:06, DUR.01:24	0.56
04/23/2001	EXTN.5544, TEL.973-424-2031, S.T.10:21, DUR.00:30	0.28
04/24/2001	EXTN.3544, TEL.312-861-2160, S.T.15:47, DUR.00:36	0.28
04/24/2001	EXTN.5422, TEL.312-876-7700, S.T.10:51, DUR.00:12	0.28
04/24/2001	EXTN.5422, TEL.312-876-7638, S.T.11:00, DUR.00:36	0.28
04/24/2001	EXTN.5422, TEL.312-861-2124, S.T.11:39, DUR.00:42	0.28
04/24/2001	EXTN.5422, TEL.312-861-2124, S.T.12:17, DUR.01:00	0.28
04/24/2001	EXTN.5422, TEL.312-876-7638, S.T.12:50, DUR.00:42	0.28
04/24/2001	EXTN.5422, TEL.201-843-4900, S.T.14:32, DUR.00:54	0.28
04/24/2001	EXTN.5422, TEL.312-861-2124, S.T.15:32, DUR.02:12	0.85
04/24/2001	EXTN.5422, TEL.312-876-7638, S.T.16:47, DUR.03:42	1.13
04/24/2001	EXTN.5422, TEL.312-861-2124, S.T.17:16, DUR.00:06	0.28
04/24/2001	EXTN.5492, TEL.201-843-4900, S.T.10:19, DUR.00:30	0.28
04/24/2001	EXTN.5492, TEL.973-424-2000, S.T.11:52, DUR.02:18	0.85
04/24/2001	EXTN.5492, TEL.973-424-2017, S.T.16:12, DUR.02:00	0.56
04/25/2001	EXTN.3422, TEL.312-861-2124, S.T.11:40, DUR.01:24	0.56
04/25/2001	EXTN.3430, TEL.973-242-4536, S.T.13:13, DUR.00:42	0.28
04/25/2001	EXTN.5422, TEL.312-861-2160, S.T.11:34, DUR.00:54	0.28
04/25/2001	EXTN.5422, TEL.404-332-5947, S.T.15:47, DUR.00:24	0.28

04/25/2001	EXTN.5435, TEL.732-390-9000, S.T.17:06, DUR.00:48	0.28
04/25/2001	EXTN.5435, TEL.312-876-7638, S.T.17:37, DUR.02:42	0.85
04/25/2001	EXTN.5485, TEL.856-488-7300, S.T.15:13, DUR.00:24	0.28
04/25/2001	EXTN.5485, TEL.973-424-2017, S.T.15:14, DUR.01:24	0.56
04/25/2001	EXTN.5492, TEL.973-424-2000, S.T.14:22, DUR.03:18	1.13
04/25/2001	EXTN.5544, TEL.312-861-2160, S.T.15:51, DUR.00:24	0.28
04/25/2001	EXTN.6406, TEL.312-861-2124, S.T.12:54, DUR.02:24	0.85
04/25/2001	EXTN.6406, TEL.201-843-4900, S.T.12:59, DUR.02:00	0.56
04/25/2001	EXTN.6406, TEL.201-843-4900, S.T.13:02, DUR.01:42	0.56
04/25/2001	EXTN.6406, TEL.312-861-2248, S.T.14:31, DUR.35:06	10.15
04/26/2001	EXTN.3544, TEL.201-556-4040, S.T.09:30, DUR.11:30	3.38
04/26/2001	EXTN.5492, TEL.201-843-4900, S.T.14:24, DUR.01:00	0.28
04/26/2001	EXTN.5492, TEL.973-424-2017, S.T.14:58, DUR.05:24	1.69
04/26/2001	EXTN.5492, TEL.973-424-2017, S.T.16:39, DUR.03:48	1.13
04/26/2001	EXTN.5544, TEL.201-843-4900, S.T.13:07, DUR.21:30	6.20
04/26/2001	EXTN.5544, TEL.312-861-2160, S.T.17:46, DUR.01:00	0.28
04/26/2001	EXTN.5727, TEL.312-861-2160, S.T.10:04, DUR.00:36	0.28
04/26/2001	EXTN.6015, TEL.973-424-2000, S.T.10:01, DUR.02:12	0.85
04/26/2001	EXTN.6015, TEL.973-424-2017, S.T.15:20, DUR.01:30	0.56
04/27/2001	EXTN.3544, TEL.201-556-4040, S.T.15:33, DUR.00:30	0.28
04/27/2001	EXTN.3544, TEL.201-556-4003, S.T.16:16, DUR.19:06	5.64
04/27/2001	EXTN.3544, TEL.201-556-4040, S.T.17:05, DUR.00:30	0.28
04/27/2001	EXTN.5544, TEL.201-556-4040, S.T.10:57, DUR.00:54	0.28
04/27/2001	EXTN.5544, TEL.201-556-4003, S.T.10:58, DUR.01:00	0.28
04/27/2001	EXTN.5544, TEL.312-861-2160, S.T.12:23, DUR.01:06	0.56
04/27/2001	EXTN.5544, TEL.201-556-4040, S.T.17:37, DUR.01:12	0.56
04/30/2001	EXTN.5492, TEL.302-656-8162, S.T.13:15, DUR.03:12	1.13
04/30/2001	EXTN.5544, TEL.973-424-2037, S.T.11:40, DUR.03:06	1.13

04/30/2001	EXTN.5544, TEL.201-981-1125, S.T.12:49, DUR.00:18	0.28
04/30/2001	EXTN.6015, TEL.312-861-2000, S.T.10:16, DUR.04:42	1.41
Long Distance Telephone Total		55.35
Duplicating Costs-in House		
04/20/2001		1.54
04/20/2001		0.07
04/20/2001		0.84
04/23/2001		1.12
04/23/2001		28.98
04/23/2001		26.88
04/23/2001		26.11
04/23/2001		2.45
04/23/2001		4.48
04/23/2001		0.42
04/23/2001		3.36
04/23/2001		54.04
04/24/2001		0.07
04/24/2001		1.75
04/24/2001		1.12
04/24/2001		3.08
04/24/2001		2.31
04/24/2001		0.56
04/24/2001		1.61
04/24/2001		0.07
04/25/2001		4.48
04/25/2001		2.03
04/25/2001		0.21
04/25/2001		2.80
04/25/2001		0.77

04/25/2001	0.98
04/25/2001	17.85
04/25/2001	0.56
04/25/2001	0.28
04/26/2001	15.75
04/26/2001	3.92
04/26/2001	3.43
04/26/2001	2.80
04/26/2001	14.77
04/26/2001	2.94
04/26/2001	7.00
04/26/2001	11.34
04/26/2001	29.40
04/27/2001	14.35
04/27/2001	1.75
04/27/2001	0.21
04/27/2001	4.55
04/27/2001	2.17
04/27/2001	1.82
04/27/2001	2.94
04/27/2001	7.56
04/27/2001	0.42
04/27/2001	6.58
04/30/2001	12.95
04/30/2001	21.07
04/30/2001	2.45
04/30/2001	1.89
04/30/2001	3.50

04/30/2001		1.75
04/30/2001		8.96
04/30/2001		9.80
Duplicating Costs-in House Total		386.89
Postage		
04/30/2001	Postage Charged by on 04/25/2001	0.34
Postage Total		0.34
Miscellaneous		
04/30/2001	VENDOR: Petty Cash; INVOICE#: 04/30/01; DATE: 4/30/01 04/28/01 NY PETTY CASH A.TARUSCHIO - SENT FAX TO A. KRIEGER	7.00
Miscellaneous Total		7.00
Facsimile Charges		
04/20/2001	FAX # 421-6234	12.00
04/20/2001	FAX # 421-6234	17.00
04/24/2001	FAX # 421-6234	6.00
04/24/2001	FAX # 421-6234	1.00
04/25/2001	FAX # 201-843-8044	2.00
04/25/2001	FAX # 201-843-8044	3.00
04/25/2001	FAX # 201-843-8044	3.00
04/25/2001	FAX # 312-861-2200	3.00
04/25/2001	FAX # 446-4900	3.00
04/25/2001	FAX # 302-652-4400	3.00
04/26/2001	FAX # 201-843-8044	55.00
04/26/2001	FAX # 201-843-8044	29.00
04/26/2001	FAX # 201-843-8044	55.00
04/26/2001	FAX # 201-843-8044	50.00
04/26/2001	FAX # 312-861-2200	5.00
04/26/2001	FAX # 302-652-4400	5.00
04/26/2001	FAX # 305-374-7593	5.00

04/26/2001	FAX # 644-6755	1.00
04/26/2001	FAX # 302-573-6497	5.00
04/28/2001	FAX # 570-1803	12.00
04/29/2001	FAX # 570-1803	15.00
04/29/2001	FAX # 570-1803	1.00
04/29/2001	FAX # 570-1803	6.00
04/30/2001	FAX # 901133388368327	25.00
04/30/2001	FAX # 202-659-4503	8.00
04/30/2001	FAX # 815-3466	0.00
04/30/2001	FAX # 250-6392	9.00
04/30/2001	FAX # 238-3100	9.00
04/30/2001	FAX # 622-3783	7.00
04/30/2001	FAX # 622-3783	3.00

Facsimile Charges Total	358.00
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Westlaw

04/23/2001	Research by Arlene Krieger	40.00
04/23/2001	Research by Anna Taruschio	173.25
04/24/2001	Research by Anna Taruschio	10.00
04/25/2001	Research by Anna Taruschio	27.47
04/26/2001	Research by Anna Taruschio	209.75
04/27/2001	Research by Anna Taruschio	152.75
04/28/2001	Research by Anna Taruschio	5.00
04/30/2001	Research by Moshe Sasson	112.58

Westlaw Total	730.80
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Word Processing – Logit

04/27/2001	Work requested by Arlene Krieger	18.00
04/27/2001	Work requested by Arlene Krieger	48.00

04/29/2001	Work requested by Arlene Krieger	60.00
04/29/2001	Work requested by Arlene Krieger	78.00
04/29/2001	Work requested by Arlene Krieger	48.00
04/29/2001	Work requested by Arlene Krieger	54.00
04/29/2001	Work requested by Linda Bedre	12.00
Word Processing - Logit Total		318.00

Bill Disbursement Summary

Outside Messenger Service	\$ 32.57
Meals	19.13
Local Transportation	67.05
Long Distance Telephone	55.35
Duplicating Costs-in House	386.89
Postage	0.34
Miscellaneous	7.00
Facsimile Charges	358.00
Westlaw	730.80
Word Processing - Logit	318.00

Total Disbursements/Charges	\$ 1,975.13
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- EXHIBIT B -

Exhibit B
[May, 2001 Fee Application]

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: Chapter 11
W.R. Grace & Co., et al. Case No. 01-01139(JJF)
Debtors. Jointly Administered

**SECOND APPLICATION OF STROOCK & STROOCK & LAVAN LLP FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR THE PERIOD FROM MAY 1, 2001 THROUGH MAY 31, 2001**

Name of Applicant **Stroock & Stroock & Lavan LLP**

Authorized to Provide Professional Services to: **Official Committee of Unsecured Creditors**

Date of Retention: **April 12, 2001**

Period for which compensation and reimbursement is sought **May 1, 2001 – May 31, 2001**

Amount of Compensation sought as actual, reasonable and necessary: **\$139,928.75**

Amount of Expense Reimbursement sought as actual reasonable and necessary: **\$6,884.73**

This is an: ☒ interim ☐ final application

The total time expended for fee application preparation is approximately 35.8 hours and the corresponding compensation requested is approximately \$8,563.50.¹

This is the second application filed

		Requested		Approved	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
5/30/01	4/12-4/30/01	\$138,926.00	\$1,975.13	\$111,140.80	\$1,975.13

¹ This is Stroock's Second Fee Application. Time expended for the preparation of this Fee Application will be reflected in the next Fee Application.

W R Grace & Co.
May 1 through May 31, 2001
Attachment B

<u>Summary of Hours</u>	<u>Position</u>	<u>No. of Years in Position</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Kruger, Lewis	Partner	31	16.4	650.00	\$ 10,660.00
Pasquale, Kenneth	Partner	3	19.6	475.00	\$ 9,310.00
Raskin, Robert	Partner	8	39.7	550.00	\$ 21,835.00
Wintner, Mark	Partner	20	18.2	525.00	\$ 9,555.00
Keppler, Abbey	Associate	3	17.2	425.00	\$ 7,310.00
Krieger, Arlene	Associate	8	143.1	425.00	\$ 60,817.50
Sasson, Moshe	Associate	1	13.5	360.00	\$ 4,860.00
Taruschio Anna	Associate	1	73.5	185.00	\$ 13,597.50
Defreitas, Vaughn	Paralegal	9	1.8	90.00	\$ 162.00
Holzberg, Ethel	Paralegal	21	3	145.00	\$ 435.00
Kaufman, Eric	Paralegal	5	0.2	120.00	\$ 24.00
Serrette, Rosemarie	Paralegal	13	30.8	130.00	\$ 4,004.00
Total			377		\$ 142,570.00
Less Travel at 50% discount					<u>\$ 2,641.25</u>
					\$139,928.75
	Blended Rate		\$ 378.17		

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	
	)	Chapter 11
W. R. GRACE & CO., <u>et al.</u> ¹	)	Case No. 01-01139 (JJF)
)	
Debtors.	)	Jointly Administered

**SECOND FEE APPLICATION BY STROOCK & STROOCK & LAVAN LLP,
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF
W. R. GRACE & CO., ET AL., FOR INTERIM COMPENSATION AND FOR
REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED DURING
THE PERIOD FROM MAY 1, 2001 THROUGH MAY 31, 2001**

Stroock & Stroock & Lavan LLP ("Stroock" or "Applicant"), counsel to the Official Committee of Unsecured Creditors (the "Committee") of W. R. Grace & Co. ("Grace") and its sixty-one domestic subsidiaries and affiliates that are debtors and debtor-in-possession (the "Debtors") in this Court, for its application pursuant to 11 U.S.C. §§ 330 and 331 and in

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, and H-G Coal Company.

accordance with the Administrative Fee Order (defined below) for a second interim allowance of compensation for services rendered and for reimbursement of expenses incurred in connection therewith, respectfully represents as follows:

I. INTRODUCTION

1. By this application, Stroock seeks (i) an interim allowance of compensation for the professional services rendered by Stroock as counsel for the Committee for the period from May 1, 2001 through May 31, 2001 (the "Second Monthly Period") in the aggregate amount of \$139,928.75, representing 341.2 hours of professional services and 35.8 hours of paraprofessional services; and (ii) reimbursement of actual and necessary expenses incurred by Stroock during the Second Monthly Period in connection with the rendition of such professional services and paraprofessional services in the aggregate amount of \$6,884.73.

2. Venue of this proceeding and this application is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein are 11 U.S.C. §§ 330 and 331 and Federal Rules of Bankruptcy Procedure 2002(a) and 2016.

II. BACKGROUND

3. On April 2, 2001 (the "Petition Date"), each of the Debtors filed voluntary petitions for reorganization under chapter 11 of the Bankruptcy Code and have continued in the management and operation of their businesses and property pursuant to §§ 1107 and 1108 of the Bankruptcy Code. Pursuant to an order of the Court, the Debtors' Chapter 11 cases have been procedurally consolidated and are being jointly administered.

4. The Debtors operate a world-wide specialty chemicals and materials business and employ approximately 3860 full and part-time employees. On a consolidated basis, for the fiscal

year 2000, Grace reported a net loss of \$89.7 million² from \$1.59 billion in net revenues. The Debtors' bankruptcy filings report that in fiscal year 2000, on a consolidated basis, Grace's sales are generated approximately 50% by the Debtors and 50% by the Debtors' non-debtor subsidiaries and affiliates.

5. On April 12, 2001, the United States Trustee formed the Committee. During the first meeting of the Committee on April 12, 2001, the Committee duly selected Stroock as its counsel to represent the Committee in all matters during the pendency of the Debtors' Chapter 11 cases. The Committee thereafter approved the retention of Duane, Morris & Heckscher LLP ("DM&H") as its local Delaware counsel.

6. The United States Trustee also appointed two separate official committees to represent the interests of claimants asserting asbestos-related personal injury claims and asbestos-related property damage claims against the Debtors (collectively, the "Asbestos Claim Committees"). Recently, the United States Trustee appointed a committee to represent the interests of equity security holders of the Debtors.

7. By application dated May 1, 2001, Stroock sought Court approval for its retention as counsel to the Committee nunc pro tunc to April 12, 2001. The Court signed an order approving Stroock's retention as counsel to the Committee on May 30, 2001.

8. This is the second application Stroock has filed with the Court for an allowance of compensation and reimbursement of expenses for services rendered to the Committee. This application is submitted pursuant to the terms of the Administrative Order Under §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for

² The Debtors' pleadings further report that this net loss results in part from a \$294.0 million asbestos-related charge to earning recorded in the forth quarter of 2000.

Professionals and Official Committee Members, approved by the Court on May 3, 2001 (the "Administrative Fee Order").

9. Applicant has received no payment and no promises for payment from any source for services rendered in connection with these cases. There is no agreement or understanding between the Applicant and any other person (other than members of Stroock) for the sharing of compensation to be received for the services rendered in these cases.

10. As stated in the Affidavit of Lewis Kruger, Esq. annexed hereto as Exhibit "A," all of the services for which interim compensation is sought herein were rendered for and on behalf of the Committee solely in connection with these cases.

III. SUMMARY OF SERVICES RENDERED

11. Since being retained by the Committee, Stroock has rendered professional services to the Committee as requested and as necessary and appropriate in furtherance of the interests of the unsecured creditors of the Debtors' estates. The variety and complexity of these cases and the need to act or respond on an expedited basis in furtherance of the Committee's needs have required the expenditure of substantial time by personnel from several legal disciplines, on an as-needed basis, including in certain instances, working into the evening and on weekends.

12. Stroock maintains written records of the time expended by attorneys and paraprofessionals in the rendition of their professional services to the Committee. Such time records were made contemporaneously with the rendition of services by the person rendering such services and in the ordinary course of Stroock's practice, and are presented in compliance with Delaware Local Rule 2016-2(d) amended effective as of February 1, 2001. A compilation showing the name of the attorney or paraprofessional, the date on which the services were performed, a description of the services rendered, and the amount of time spent in performing the

services during the Second Monthly Period is annexed hereto as Exhibit "B". In addition, Exhibit "C" hereto contains a summary of the hours expended by each of the attorneys and paraprofessionals during the Second Monthly Period, their normal hourly rates, and the value of their services.

13. Stroock also maintains records of all actual and necessary out-of-pocket expenses incurred in connection with the rendition of its professional services, all of which are also available for inspection. A schedule of the categories of expenses and amounts for which reimbursement is requested is annexed hereto as Exhibit "D". Also included within Exhibit "D" is an itemization of each expense incurred within each category.

14. Stroock respectfully submits that the professional services that it rendered on behalf of the Committee were necessary and have directly benefited the creditor constituents represented by the Committee and have contributed to the effective administration of these cases.

15. The following summary of the services rendered during the Second Monthly Period is not intended to be a detailed description of the work performed, as those day-to-day services and the time expended in performing such services are fully set forth in Exhibit "B". Rather, it is merely an attempt to highlight certain of these areas in which services were rendered to the Committee, as well as to identify some of the problems and issues to which Stroock was required to direct its attention immediately.

(i) Case Administration/General – Category 0002

16. During the Second Monthly Period, Stroock attended to the preparation of bylaws to govern the Committee, solicited comments from the Committee regarding these bylaws, and circulated draft modifications to the Committee. These bylaws were adopted by the Committee on May 22, 2001. Stroock also prepared forms of confidentiality agreements for execution by

members of the pre-petition revolving credit bank group and by Wells Fargo Bank Minnesota, N.A., which entity subsequently succeeded The Bank of New York as indenture trustee for Grace's 8% Notes due 2004

17. Stroock reviewed each of the motions filed by the Debtors with the Court during this Second Monthly Period, drafted memoranda to the Committee summarizing the relief requested by them, analyzed the legal issues, where appropriate, and provided recommendations on the motions to the Committee. In addition, the Committee had raised issues with certain of the first day motions filed by the Debtors, which had not been resolved during the First Monthly Period. With respect to those matters, Stroock continued to negotiate the issues or forms of proposed orders, as applicable, with the Debtors and other parties on behalf of the Committee, to resolve those matters consensually, if possible, and thus avert the need and expense of filing responsive pleadings.

18. During this Second Monthly Period, Stroock coordinated the Committee's meeting and conference calls, and worked closely with the Committee's financial consultant, FTI/Policano & Manzo ("FTI P&M") to assist the Committee in evaluating, among other matters, the Debtors' employee retention programs, executive compensation plans, and key employee change of control agreements. Stroock has expended 31.7 hours on this category for a fee of \$9,778.50.

(ii) Fee Application/Monthly Billing Reports -- 0003

19. During the Second Monthly Period, Stroock prepared its First Fee Application including a narrative section summarizing the services rendered by Stroock and compiled and attach expense schedules. Stroock also assisted FTI P&M with the preparation of its first fee application, and prepared expense forms to be distributed and used by members of the

Committee in seeking reimbursement for their expenses. Stroock has expended 41.9 hours on this category for a fee of \$9,685.00.

(iii) Asbestos Litigation – Category 0005

20. The Debtors state that their Chapter 11 filings were precipitated by a substantial and unexpected increase in the number of asbestos cases filed against the Debtors, as well as the recent commencement of cases asserting new theories of asbestos-related liability against them. Given the fundamental importance of the asbestos claims-related matters to these cases, Stroock attorneys continued, during the Second Monthly Period, to thoroughly review the various pleadings filed both by and against the Debtors in these Chapter 11 cases, including those which may impact on the conduct of related asbestos actions against non-debtor third parties, and those needing to be reviewed in connection with preparing for the Court hearing on the Debtors' preliminary injunction motion.

21. In addition, during the Second Monthly Period, Stroock began to review proof of claim, bar date, and notice, forms and procedures approved in other major cases with substantial asbestos or other tort liabilities, in preparation for dealing in the near future with the same issues in these Chapter 11 cases. Stroock also began to analyze and discuss with the Committee its retention of experts to assist the Committee and the Court in evaluating the numerous issues surrounding the validity and quantification of asbestos claims. Stroock has expended 63.0 hours on this category for a fee of \$28,721.50.

(iv) Retention of Professionals - Category 0006

22. During the Second Monthly Period, Stroock assisted FTI P&M in the preparation of its own retention application as financial advisors to the Committee, and in connection therewith, engaged in numerous conference calls with representatives of FTI P&M, reviewed the

draft application and supporting affidavit, and proposed revisions to such documents. The Debtors had filed a number of first day motions seeking the retention of various professionals including The Blackstone Group, L.P., as their financial advisor. Stroock continued to discuss the terms of employment of this professional with the Committee and engaged the Debtors and representatives of The Blackstone Group in conversations aimed at resolving the objections the Committee had to the timing, scope and terms of The Blackstone Group's retention. During the Second Monthly Period, Stroock, the Debtors and representatives of The Blackstone Group ultimately reached a consensual resolution of the terms of this professional's retention and compensation which was reflected in the form of proposed order submitted to the Court. Stroock has expended 26.0 hours on this category for a fee of \$7,901.00.

(v) Creditors Committee Meetings/Conferences - Category 0007

23. Stroock held one in-person meeting, which included a presentation from the Debtors on their operations, and one conference call with the full Committee during the Second Monthly Period. Prior to each meeting and conference call with the Committee, Stroock prepared and circulated an agenda, reviewed each pending matter, and all underlying documentation in connection therewith. Thereafter, Stroock discussed each of these matters with the Committee and assisted the members in formulating a position thereon. Through these meetings, telephone conferences and correspondence, Stroock has assisted the Committee in fulfilling its statutory duties to make informed decisions regarding the various issues which have already arisen in these cases and to monitor closely the Debtors' management of these proceedings. Stroock has expended 53.2 hours on this category for a fee of \$25,008.00.

(vi) Court Hearings - Category 0008

24. There was one hearing before the Court during the Second Monthly Period at which the Court heard argument and then approved the Debtors' preliminary injunction motion, held a hearing for final approval of the debtor-in-possession financing facility, and was presented with the parties stipulation resolving issues on the current payment of the Debtors' pre-petition trade payables. Stroock attended and actively participated, as necessary, in the hearings before the Court. In addition, Stroock also informed the Committee of the testimony given during the section 341 meeting of creditors held during the Second Monthly Period. Stroock has expended 14.3 hours on this category for a fee of \$5,991.50.

(vii) Executory Contracts/License Agreements - Category 0011

25. During the Second Monthly Period, the Debtors circulated a draft to the Committee which provided proposed procedures for settlement of certain non-asbestos related claims. These proposed procedures provided for settlement of claims according to a two-tiered system of claims classification, with different kinds of notice provided to third parties, including the Committee, according to the classification of the claims. In connection with this proposed procedure, Stroock thoroughly reviewed the settlement procedures and discussed these with the Committee as well as with counsel for the Debtors. Stroock also made recommendations to the Committee as to modifications believed necessary to the proposed procedures, especially with regard to the amount and sufficiency of notice of settlements given to third parties under the proposed procedures. Ultimately, the Committee's issues were consensually resolved.

26. Similarly, Stroock reviewed and reported to the Committee on the notices received from the Debtors stating their intention to reject certain executory contracts and un-expired leases. Stroock has expended 3.1 hours on this category for a fee of \$1,317.50.

(viii) Lift Stay Litigation - Category 0016

27. During the prior period, a motion to lift the stay was filed by Paul Price on behalf of himself and as the proposed representative of a class of plaintiffs involved in multi-district litigation currently pending against the Debtors in federal court. The multi-district litigation asserts asbestos-related property damage claims against the Debtors' estates. On April 25, 2001, this class of plaintiffs filed a motion for relief from the automatic stay which would enable the action to proceed against the Debtors. In addition, at the very beginning of the Second Monthly Period, a motion was filed by Home Saving Termite Control and W. F. Morris to lift the stay so that movants could assert cross-claims for indemnity against Grace and pursue discovery against Grace in a pending pesticide exposure case. Stroock, on behalf of the Committee, reviewed the lift stay motions and Debtors' positions thereon. Stroock has expended 4.0 hours on this category for a fee of \$1,497.50.

(ix) Erisa Issues - Category 0020

28. Stroock continued to expend a substantial amount of time during the Second Monthly Period addressing various employment-related matters. These matters included: (a) the relief sought in the extensive first day motion (the "Benefits Motion") and obtained from the Court in a first day order (the "Benefits Order") authorizing the Debtors to continue to pay their current, as well as former employees, independent contractors and directors, pre-petition (i) compensation, (ii) employee benefits, (iii) severance pay, (iv) workers' compensation benefits, and (v) retiree health and life insurance; (b) approval for certain key employee retention programs, including change of control programs for the Debtors' senior executives, interim approval for which had already been granted by the Court; and (c) the Debtors' request for authorization to assume employment agreements with eight of their senior executives.

29. As reported in the First Fee Application, pursuant to Local Bankruptcy Rule 9013-2(e), Stroock prepared an extensive motion (the "Reconsideration Motion") requesting that the Court reconsider the Benefits Order to the extent it authorized the Debtors to pay Nonqualified Benefits to Former Employees and to fund the Rabbi Trusts. During the first days of the Second Monthly Period, Stroock finalized the Reconsideration Motion and prepared a proposed form of Order vacating the Benefits Order to the extent applicable.

30. After filing of the Reconsideration Motion, Stroock and the Debtors continued to engage in discussions regarding the employment-related matters which were the subject of the Reconsideration Motion, and Stroock ultimately received a response from the Debtors to the Reconsideration Motion. Stroock prepared a memorandum to the Committee describing the Debtors' proposal, and thereafter discussed the proposal with the Committee.

31. Also during the Second Monthly Period, Stroock expended substantial time thoroughly evaluating, with the assistance of FTI P&M, the Debtors' key employee retention programs and the terms of Grace's senior executives' employment contracts. In connection therewith, Stroock reviewed the retention programs documentation and the executives' employment agreements, worked closely with FTI P&M in its preparation of an extensive analysis of the Debtors' various retention programs and senior executive compensation packages, performed legal research and analysis on the Bankruptcy Code's treatment of severance claims and retirement benefits, and assisted the Committee in reaching a position on these matters. In addition, Stroock, on behalf of the Committee, negotiated and then reached an agreement with the Debtors to amend the change of control provisions present in the executives severance agreements. Stroock has expended 109.9 hours on this category for a fee of \$42,108.00.

(x) Travel – Category 0025

32. During the Second Monthly Period, attorneys from Stroock traveled to and from Delaware in order to attend the Court's hearing held on May 2, 2001 and the Debtors' section 341 meeting.

IV. FACTORS TO BE CONSIDERED IN AWARDING ATTORNEYS' FEES

33. The factors to be considered in awarding attorneys fees have been enumerated in In re First Colonial Corp. of America, 544 F.2d 1291, 1298-99 (5th Cir. 1977), reh'g denied, 547 F.2d 573, cert. denied, 431 U.S. 904; these standards have been adopted by most courts. Stroock respectfully submits that a consideration of these factors should result in this Court's allowance of the full compensation sought.

(A) The Time and Labor Required. The professional services rendered by Stroock on behalf of the Committee have required the expenditure of substantial time and effort, as well as a high degree of professional competence and expertise, in order to deal with the many complex issues encountered by the Committee with skill and dispatch. Occasionally, Stroock has been required to perform these services under significant time constraints requiring work late into the evening and on weekends. The services rendered by Stroock were performed efficiently, effectively and economically.

(B) The Novelty and Difficulty of Questions. Novel and complex issues have already arisen in the course of these Chapter 11 cases, and it can be anticipated that other such issues will be encountered. In this case, as in many others in which the firm is involved, Stroock's effective advocacy and creative approach have helped clarify and resolve such issues and will continue to prove beneficial.

(C) The Skill Requisite to Perform the Legal Services Properly. Stroock believes that its recognized expertise in the area of corporate reorganization, its ability to draw from highly experienced professionals in other areas of Stroock's practice, and its creative approach to the resolution of issues, are and will continue to contribute to the maximization of the distributions to the Debtors' unsecured creditors.

(D) The Preclusion of Other Employment by Applicant Due to Acceptance of the Case. Due to the size of Stroock's insolvency department, Stroock's representation of the Committee has not precluded its acceptance of new clients. However, the volume of the matters needing attention on a continuing basis has required several of the attorneys to commit significant portions of their time to these cases.

(E) The Customary Fee. The fee sought herein is based upon Stroock's normal hourly rates for services of this kind. Stroock respectfully submits that the fee sought herein is not unusual given the magnitude and complexity of these cases and the time expended in attending to the representation of the Committee, and is commensurate with fees Stroock has been awarded in other cases, as well as with fees charged by other attorneys of comparable experience.

(F) Whether the Fee is Fixed or Contingent. Pursuant to §§ 330 and 331 of the Bankruptcy Code, all fees sought by professionals employed under § 1103 of the Code are contingent pending final approval by this Court, and are subject to adjustment dependent upon the services rendered and the results obtained.

(G) Time Limitations Imposed by Client or Other Circumstances. As already indicated, Stroock has been required to attend to the various issues arising in these cases. Occasionally, Stroock has had to perform those services under significant time constraints requiring attorneys assigned to these cases to work evenings and on weekends.

(H) The Amount Involved and Results Obtained. Through the efforts of Stroock, the Committee has been an active participant in these Chapter 11 cases from the very first days of its formation, and its assistance, as well as constructive criticism, has greatly contributed to the efficient administration of these cases.

(I) The Experience, Reputation and Ability of the Attorneys. Stroock has one of the largest and most sophisticated insolvency practices in the nation and has played a major role in numerous cases of national import including: Acme Metals, Inc., Hillsborough Holdings Corporation, Laclede Steel Company, Gulf States Steel, Inc. of Alabama, The LTV Corporation, Wheeling-Pittsburgh Steel Corporation, Allis-Chalmers Corporation, The Charter Company, Federated Department Stores, G. Heileman Brewing Company, Inc., Burlington Motor Holdings, Inc., Metallurg, Inc., Forstmann & Company, Inc., Barneys, Inc., Fruehauf Trailer Corporation, Levitz Furniture Incorporated, The Columbia Gas System, Inc., JWP, Inc., Planet Hollywood International and Anchor Glass Container Corporation. Stroock's experience enables it to perform the services described herein competently and expeditiously. In addition to its expertise in the area of corporate reorganization, Stroock has already frequently called upon the

expertise of its partners and associates in the litigation and ERISA areas to perform the wide ranging scope of the legal work necessitated by these cases.

(J) The “Undesirability” of the Case. These cases are not undesirable, but as already indicated, have required a significant commitment of time from several of the attorneys assigned hereto.

(K) Nature and Length of Professional Relationship. As described above, Stroock has been actively rendering services on behalf of the Committee as necessary and appropriate from April 12, 2001 through to the present.

V. ALLOWANCE OF COMPENSATION

34. The professional services rendered by Stroock required a high degree of professional competence and expertise so that the numerous issues requiring evaluation and determination by the Committee could be addressed with skill and dispatch and have, therefore, required the expenditure of substantial time and effort. It is respectfully submitted that the services rendered to the Committee were performed efficiently, effectively and economically, and the results obtained to date have benefited the Debtors’ unsecured creditor body as a whole and the Debtors’ estates.

35. With respect to the level of compensation, § 330 of the Bankruptcy Code provides, in pertinent part, that the Court may award to a professional person (including attorneys for a creditors’ committee): “Reasonable compensation for actual necessary services rendered by [such] . . . professional person. 11 U.S.C. § 330. Section 330 further states that the court should take into consideration, inter alia, the nature, extent, and value of services performed, as well as the cost of comparable services other than in a case under this title. Id. The clear Congressional intent and policy expressed in this statute is to provide for adequate

compensation in order to continue to attract qualified and competent bankruptcy practitioners to bankruptcy cases.

36. The total time spent by Stroock attorneys and paraprofessionals during the Second Monthly Period was 373.70 hours. Such services have a fair market value of \$142,570.00³. The work involved, and thus the time expended, was carefully assigned in light of the experience and expertise required for a particular task.

37. As shown by this Application and supporting documents, Applicant spent its time economically and without unnecessary duplication of time. Attached hereto as Exhibit "C" are summaries of the hours expended by the attorneys and paraprofessionals during the Second Monthly Period, their normal hourly rates, and the value of their services.

38. In addition, Stroock incurred actual out-of-pocket expenses in connection with the rendition of the professional services to the Committee in the sum of \$6,884.73 for which Stroock respectfully requests reimbursement in full.

39. The disbursements and expenses have been incurred in accordance with Stroock's normal practice of charging clients for expenses clearly related to and required by particular matters. Such expenses were often incurred to enable Stroock to devote time beyond normal office hours to matters, which imposed extraordinary time demands. Stroock has endeavored to minimize these expenses to the fullest extent possible.

40. Stroock's billing rates do not include charges for photocopying, telephone and telecopier toll charges, computerized research, travel expenses, "working meals", secretarial overtime, postage and certain other office services, because the needs of each client for such services differ. Stroock believes that it is fairest to charge each client only for the services

³ Pursuant to Delaware Local Rules 2016, Stroock has reduced its total compensation amount by \$2,641.25, representing 50% of the total amount of Travel time billed at its normal hourly rate.

actually used in performing services for it. Stroock has endeavored to minimize these expenses to the fullest extent possible.

41. Stroock charges \$.10 per page for in-house photocopying services, with respect to computerized research services Stroock charges the actual cost from the vendor, and \$1.00 per page for out-going facsimile transmissions. Stroock does not charge for incoming facsimiles.

42. No agreement or understanding exists between Stroock and any other person for the sharing of any compensation to be received for professional services rendered or to be rendered in connection with these cases.

43. Stroock has reviewed the requirements set forth in Delaware Local Rule 2016-2, entitled "Motion for Compensation and Reimbursement of Expenses," and believes that this application for interim compensation and reimbursement of expenses is fully in compliance with the rules set forth therein.

44. No prior application has been made in this or in any other Court for the relief requested herein for the Second Monthly Period.

WHEREFORE, Stroock respectfully requests, pursuant to the Administrative Fee Order:

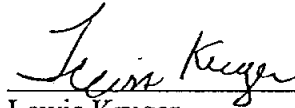
- (a) the allowance of compensation for professional services rendered to the Committee during the period from May 1, 2001 through and including May 31, 2001 in the amount of \$139,928.75;
- (b) the reimbursement of Stroock's out-of-pocket expenses incurred in connection with the rendering of such services during the period from May 1, 2001 through and including May 31, 2001 in the amount of \$9,884.73; and
- (c) authorizing the Debtor to pay as interim compensation to Stroock 80% of the amount of the professional services rendered and 100% of the expenses incurred

by Stroock during the period from May 1, 2001 through and including May 31, 2001, subject to final payment of the full amount; and

(d) granting such other and further relief as this Court may deem just and proper.

Dated: New York, New York
June 29, 2001

STROOCK & STROOCK & LAVAN LLP

A handwritten signature in cursive script, appearing to read "Lewis Kruger", is written over a horizontal line.

Lewis Kruger
180 Maiden Lane
New York, New York 10038-4982
(212) 806-5400

Co-Counsel for the Official Committee of
Unsecured Creditors of W. R. Grace & Co.

EXHIBIT A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	
	)	Chapter 11
W.R. GRACE & CO., <u>et al.</u>	)	Case No. 01-01139 (JJF)
)	
Debtors.	)	Jointly Administered

AFFIDAVIT

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

LEWIS KRUGER, being duly sworn, deposes and says:

1. I am a member of the firm of Stroock & Stroock & Lavan LLP ("Stroock"), which firm maintains offices for the practice of law at 180 Maiden Lane, New York, New York 10038-4982. Stroock has acted as counsel to and has rendered professional services on behalf of the Official Committee of Unsecured Creditors (the "Committee") of W. R. Grace & Co., and sixty-one of its domestic subsidiaries and affiliates which are debtors and debtors-in-possession before this Court.

2. This affidavit is submitted pursuant to Bankruptcy Rule 2016(a) in support of Stroock's second monthly application for an interim allowance of compensation and for the reimbursement of expenses for services rendered during the period from May 1, 2001 through and including May 31, 2001 in the aggregate amount of \$146,813.48.

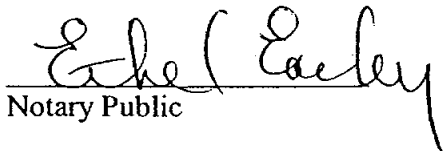
3. All services for which compensation is requested by Stroock were professional services performed for and on behalf of the Committee from May 1, 2001 through and including May 31, 2001 and not on behalf of any other person.

4. In accordance with Title 18 U.S.C. Section 155, neither I nor any member or associate of my firm has entered into any agreement, express or implied, with any other party-in-interest for the purpose of fixing the amount of any of the fees or other compensation to be allowed out of or paid from the Debtors' assets.

5. In accordance with Section 504 of the Bankruptcy Code, no agreement or understanding exists between me, my firm, or any member or associate thereof, on the one hand, and any other person, on the other hand, for division of such compensation as my firm may receive for services rendered in connection with these cases, nor will any division of fees prohibited by Section 504 of the Bankruptcy Code be made by me or any partner or associate of my firm.


LEWIS KRUGER

Sworn to before me this
29 day of June, 2001


Notary Public

ETHEL EARLEY
Notary Public, State of New York
No. 03-4650662
Qualified in Bronx County
Commission Expires March 30, 2003

EXHIBIT B

STROOCK & STROOCK & LAVAN LLP
180 Maiden Lane
New York, NY 10038

W R Grace & Co

June 29, 2001

FOR PROFESSIONAL SERVICES RENDERED and
disbursements incurred for the period through May 31, 2001 in
connection with the following matters:

		Hours	Fees
0002	General Case Administration	31.70	9,778.50
0003	Fee Application/Monthly Billing Reports	41.90	9,685.00
0004	Review of Other Professionals Fee Application	2.20	299.50
0005	Asbestos Litigations	63.00	28,721.50
0006	Retention of Professionals	26.00	7,901.00
0007	Creditors Committee Meetings/Conferences	53.20	25,008.00
0008	Court Hearings	14.30	5,991.50
0010	Post Petition Financing	0.70	385.00
0011	Executory Contracts/License Agreements	3.10	1,317.50
0012	Claims Analysis/Claims Objection Process	1.00	425.00
0013	Analysis of Pre-Petition Transactions	11.80	4,169.50
0016	Lift Stay Litigation	4.00	1,497.50
0020	Erisa Issues	109.90	42,108.00
0025	Travel	10.90	5,282.50
	Total	373.70	\$ 142,570.00
	Less Travel at 50% discount		\$ 2,641.25
	TOTAL		\$139,928.75

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ANY DISBURSEMENT/CHARGE BALANCES SHOWN ARE COMPILED FROM ORIGINAL SOURCES AS ENTERED ON OUR RECORDS TO THE BILLING DATE SHOWN.
ANY DISBURSEMENTS/CHARGES INVOICED TO US OR POSTED BY US SUBSEQUENT TO THAT DATE WILL BE REFLECTED IN FUTURE BILLINGS.

STROOCK & STROOCK & LAVAN LLP
180 Maiden Lane
New York, NY 10038

June 29, 2001
Invoice: 236533

W R Grace & Co
7500 Grace Drive
Columbia, MD 21044-4098

FOR PROFESSIONAL SERVICES RENDERED in the captioned matter for
the period through May 31, 2001, including:

RE: General Case Administration
699842. 0002

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
04/17/2001	Review & maintained case files.	Defreitas, V.	1.8
05/02/2001	Preparation of correspondence to the U.S. Trustee re Committee's position on appointment of equity committee and office conference LK re same (1.5).	Krieger, A.	1.5
05/02/2001	T/c Kapp re stip and hearing (.1); t/c to Pachulski Stang re erros in Certification of no objection (.2).	Raskin, R.	0.3
05/02/2001	Prepare for and filing of motion to reconsider and retention of Stroock (2.7); conferences with A. Krieger re same (.4).	Serrette, R.	3.1
05/02/2001	Review and organize pending pleadings (.9).	Taruschio, A.	0.9
05/04/2001	E-mail to T. Meyers re Court hearing approving the DIP, service of documents, other (.1); review Debtors' base case financial projections (.2).	Krieger, A.	0.3
05/04/2001	O/c A. Krieger re misc. issues (.2); t/c L. Kruger re settlement issues (.3).	Raskin, R.	0.5
05/04/2001	Reviewed pleadings and docket (.2); update same (.1).	Serrette, R.	0.3
05/08/2001	Update Critical Date Calendar including review of pleadings (1.7); update contact list with retained professionals for the Asbestos Committee (.3).	Serrette, R.	2.0
05/09/2001	Telephone call with T. Maher regarding same (.3 hrs).	Kruger, L.	0.3

05/09/2001	Research and oc w/ A. Krieger re 502(b)(7) issue	Taruschio, A.	4.7
05/11/2001	Office conference RAR re entry of Blackstone retention order (.1); telephone call D. Carickhoff (Palchulski) re motion to vacate and need to contact court (.1); forward correspondence to D. Carickhoff (.1); memos from and to RAR re revised Committee By-Laws (.1); review Debtors' draft motion extending time to assume, assume and assign or reject unexpired leases, memo to RAR re same and then e-mail to R. Higgins notice of motion to non-debtor parties to leases (.5).	Krieger, A.	0.9
05/11/2001	Review letter from U.S. Trustee regarding request for equity committee.	Kruger, L.	0.3
05/14/2001	T/c J. Kapp re confidentiality agreement and email to Maher re same (.2), t/c Policano & Manzo re Kerp presentation (.2), Follow-up t/cs re status of Kerp) (.3).	Raskin, R.	0.7
05/15/2001	Office conferences EH re supplemental conflicts check (including critical trade vendors, asbestos committee members to the extent not already done) (.3).	Krieger, A.	0.3
05/15/2001	T/c A. Krieger re Policano retention, by-laws and employee issues (.2), review memo to committee re proposed settlement of dip issues (.2).	Raskin, R.	0.4
05/16/2001	Worked on conflicts check.	Holzberg, E.	1.9
05/16/2001	Office conference with AK and RR and T. Maher) regarding retention program (.4 hrs); telephone call with I. Siegel of the Bank of New York regarding substitution of Wells Fargo and attendance at upcoming Creditors' meeting of Wells Fargo (. 2 hrs); telephone call with T. Maher regarding same (.2 hrs).	Kruger, L.	0.4
05/16/2001	Office conference with AK and RR and T. Maher) regarding retention program (.4 hrs); telephone call with I. Siegel of the Bank of New York regarding substitution of Wells Fargo and attendance at upcoming Creditors' meeting of Wells Fargo (. 2 hrs); telephone call with T. Maher regarding same (.2 hrs).	Kruger, L.	0.4
05/16/2001	Follow-up with A. Krieger re agenda, etc. (.3), review Katchen affidavit (.2), t/c W. Katchen re same (.1), t/c Katchen and Sikes re retention (.2).	Raskin, R.	0.8
05/17/2001	Review of debtor's proposal for Omnibus settlement procedure (.4 hrs).	Kruger, L.	0.4
05/18/2001	Discussion with F. Monaco re Zhagrus settlement of	Krieger, A.	0.5

	claim with Debtors (.5).		
05/18/2001	Conf. call Wintner and P&M re follow-up (.3), t/c to counsel to retirees re extension of time regarding motion to reconsider (.2).	Raskin, R.	0.5
05/20/2001	Review Zhagrus settlement stipulation (.4).	Krieger, A.	0.4
05/21/2001	t/c J. Kapp re Blackstone retention (.2); t/c L. Kruger re same (.1), review confidentiality agreements (.2).	Raskin, R.	0.5
05/22/2001	Attended to files (1.3); review pre-petition revolving credit agreement (.7); correspondence to L. Miller re confidentiality agreement (.1).	Krieger, A.	2.1
05/23/2001	Continue preparation of Committee Expense Report (1.1); review administrative order outline same (.5).	Serrette, R.	1.6
05/23/2001	Tc with M. Sasson regarding pleadings (.2); draft section regarding lift stay litigation (.8).	Taruschio, A.	1.0
05/24/2001	T/c L. Kruger re t/c from Sprayregen and t/c to T. Maher re same (.3), t/c J. Kapp re same and settlement issues (.2), review proposed language re change of control (.3), t/c A. Krieger re same (.2).	Raskin, R.	1.0
05/24/2001	Reviewed documents and pleadings.	Taruschio, A.	0.6
05/25/2001	Review documents and pleadings (1.1 hrs); assist in filing fee applications (.3 hrs).	Taruschio, A.	1.4
05/31/2001	Telephone call with J. Bear of Kirkland & Ellis regarding further injunctive relief.	Kruger, L.	0.2
05/31/2001	Follow-up re Stroock retention, blackstone and employee issues with A. Krieger (.3), t/c J. Kapp re same (.2).	Raskin, R.	0.5
05/31/2001	Update Calendar (.8); review docket (.2).	Serrette, R.	1.0

Summary of Hours

	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Defreitas, Vaughn	1.8	\$ 90	\$ 162.00
Holzberg, Ethel	1.9	145	275.50
Krieger, Arlene	6.0	425	2,550.00
Kruger, Lewis	2.0	650	1,300.00
Raskin, Robert	5.2	550	2,860.00
Serrette, Rosemarie	8.0	130	1,040.00
Taruschio Anna	8.6	185	1,591.00

Total For Professional Services Rendered \$ 9,778.50

Total for this Matter \$ 9,778.50

RE: Fee Application/Monthly Billing Reports
699842. 0003

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
05/07/2001	Review April review in preparation for fee application.	Serrette, R.	1.1
05/17/2001	Further review and edits to fee summaries and disbursement schedule in preparation for fee application.	Serrette, R.	2.0
05/18/2001	Edits to fee and expense schedules; prepare Fee Application cover sheet; conference with A. Taruschio re services and edits to Fee Application.	Serrette, R.	2.6
05/18/2001	Prepare fee application: review past fee apps, local rules, federal bankruptcy rules, oc w/ R. Serrette re same.	Taruschio, A.	1.5
05/20/2001	Prepare fee application (1.2)	Taruschio, A.	1.2
05/21/2001	Draft fee application: review time records, prepare descriptions of individual matter numbers, oc w/ R. Serrette re same	Taruschio, A.	5.4
05/22/2001	Review and update schedules to fee application edit to fee application narrative and include amounts.	Serrette, R.	3.0
05/22/2001	Review pleadings (.9); prepare fee application (4.3); oc w/ R. Serrette re same (.5).	Taruschio, A.	5.7
05/23/2001	Review time records for preparation of revised form of fee application (2.6); t/c C. MacCullum re: preparation of Polcano & Manzo fee application (.4).	Krieger, A.	3.0
05/23/2001	Review local rules (.4); input changes (.2); office conference with AK regarding same (.3); forward documentation regarding fee application to AK (.3).	Taruschio, A.	1.2
05/24/2001	Prepare revised fee application (3.4); telephone calls C. MacCallum and Ed Ordway re preparation of Polcano & Manzo's fee application(.4); office conference (.4); office conference A. Taruschio re preparation of supplemental affidavit (.1).	Krieger, A.	4.3
05/24/2001	Review fee application.	Raskin, R.	0.4
05/25/2001	Preparation of final form of fee application and office conferences RS re same (1.6).	Krieger, A.	1.6

05/25/2001	Preparation of the Application for filing and service (1.7); prepare Committee expense forms to be distributed to Committee members for submission for reimbursement (1.3).	Serrette, R.	3.0
05/29/2001	Office conferences RS re finalize form of fee application.	Krieger, A.	0.8
05/29/2001	Further edits to fee application and exhibits to same: conference with A. Krieger re filing procedures and impending retention order (.2).	Serrette, R.	1.2
05/30/2001	Review administrative fee order (.1); memos to M. Lastowski, RAR, RS re filing and submission of SSL fee application (.2); office conference RS re service of fee application (.1); telephone call John Weiss re filing of fee application and service of same (.3).	Krieger, A.	0.7
05/30/2001	Service of Stroock fee application.	Serrette, R.	1.3
05/30/2001	Review docket for entry of order retaining Stroock (.2); prepare service list for fee application (.4); conferences with R. Raskin and A. Krieger re same (.2).	Serrette, R.	0.8
05/31/2001	Review administration fee orders and Grace notice forwarded by John Weiss (Duane Morris) (.2); office conferences RS and discussion with John Weiss regarding same (.3); telephone call M. Lastowski re notice of application (.1).	Krieger, A.	0.6
05/31/2001	Review and conference with A. Krieger re form of notice of fee application (.3.) conference with Local Counsel re same (.2).	Serrette, R.	0.5

Summary of Hours

	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Krieger, Arlene	11.0	\$ 425	\$ 4,675.00
Raskin, Robert	0.4	550	220.00
Serrette, Rosemarie	15.5	130	2,015.00
Taruschio Anna	15.0	185	2,775.00

Total For Professional Services Rendered	\$ 9,685.00
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Total for this Matter	<u>\$ 9,685.00</u>
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RE: Review of Other Professionals Fee Application
699842. 0004

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
05/24/2001	Telephone conferences re: Filing Fee Applications; discussion with AGK and L.I.; telephone conference Polecano and Manzo.	Holzberg, E.	0.9
05/25/2001	Review of draft of Policano and Manzo's fee application (.6); telephone conference with C. MacCallum re same (.2).	Serrette, R.	0.8
05/29/2001	Follow up conference with C. MacCallum re draft fee application.	Serrette, R.	0.5

<u>Summary of Hours</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Holzberg, Ethel	0.9	\$ 145	\$ 130.50
Serrette, Rosemarie	1.3	130	169.00

Total For Professional Services Rendered \$ 299.50

Total for this Matter \$ 299.50

RE: Asbestos Litigations
699842. 0005

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
04/24/2001	Review letter, motion papers; local rules; t/c R. Raskin re: conference call, first day orders; t/c A. Krieger, K. Pasquale re: same debtors; PI/TRO motions; t/c K. Pasquale re: same.	Sasson, M.	1.5
05/01/2001	Telephone call with P. Lockwood of Caplin & Drysdale regarding asbestos litigants view on extension of preliminary injunction for short time to evaluate fraudulent transfer issues.	Kruger, L.	0.3
05/01/2001	T/c L. Kruger re conversation with asbestos committee (.2).	Raskin, R.	0.2
05/02/2001	Telephone call with D. Rosenbloom regarding court hearing on preliminary injunction (.2 hrs).	Kruger, L.	0.2
05/02/2001	Review various pleadings related to preliminary injunction and t/c counsel to defendant re debtors proposed order (.2), review debtors proposed order and supplemental memo (.3), o/c M. Sasson re hearing (.3).	Raskin, R.	0.8
05/02/2001	Review debtors reply papers (.4); o/c R. Raskin re: same (.3).	Sasson, M.	0.7
05/03/2001	Office conference M. Sasson re Court's issue of preliminary injunction and discussion regarding prosecution of fraudulent conveyance litigation (.1); review asbestos litigation related documentation, pleadings (2.4).	Krieger, A.	2.5
05/04/2001	Office R. Raskin re review of asbestos litigation documentation and class action issues (.1); office conference RS re Babcock & Wilcox, Dow Corning docket (.1); review debtors' information brief and internet for information on comparable asbestos driven chapter 11 filing (3.4).	Krieger, A.	3.6
05/04/2001	Office conference with RR regarding discussion of asbestos issues.	Kruger, L.	0.4
05/04/2001	T/c L. Kruger re misc. issues, review information of brief and background asbestos issues.	Raskin, R.	1.5
05/06/2001	Review Dow Corning, Babcock Wilcox and other case law and Rules 2001 re Class proofs of Claim,	Krieger, A.	3.6

	application of Fed Rule 23 and other related provisions (3.6).		
05/07/2001	Reviewed fraudulent transfer complaint, Abner plaintiffs pleadings and other related proceedings (2.8); reviewed Babcock & Wilcox docket re asbestos claim procedures, other asbestos cases procedures (2.6).	Krieger, A.	5.4
05/07/2001	Attention to additional pleadings re debtor's injunction motion (1.0)	Pasquale, K.	1.0
05/08/2001	Meeting with RAR, K. Pasquale, MS re fraudulent transfer, asbestos claims issues, procedures (1.0).	Krieger, A.	1.0
05/08/2001	Office conference with RR, K. Pasquale and AK regarding asbestos issues (.2 hrs).	Kruger, L.	0.2
05/08/2001	Meeting re asbestos issues (1.5)	Pasquale, K.	1.5
05/08/2001	Review background material and meeting interoffice re asbestos issues.	Raskin, R.	2.5
05/08/2001	REsearch class-action contingency fees in bankruptcy cases; (.5); o/c K. Pasquale, L. Kruger, A. Krieger, R. Raskin re: various outstanding issues (2.0); o/c K. Pasquale re: research issues (.3).	Sasson, M.	2.8
05/09/2001	Office conference RS re identification of asbestos-litigation related documentation, and other comparable recent cases (.5); case law review of bar date, estimation and other precedents regarding asbestos cases (3.8); review Debtors' 10K and other SEC filings re asbestos claims discussion insurance company settlement, related information (1.0).	Krieger, A.	5.3
05/10/2001	Dow Corning documentation re claims estimation, proof of claim and other motions (.8).	Krieger, A.	0.8
05/10/2001	Attention to potential asbestos expert issues (.6)	Pasquale, K.	0.6
05/11/2001	R/c R. Raskin re: research (.2); research GAF, RICO litigation (1.0); o/c G. Malpeli re: expert witness files (.3).	Sasson, M.	1.5
05/14/2001	Attention to issues re personal injury committee consultants (.6)	Pasquale, K.	0.6
05/14/2001	Review various filings, pleadings in case.	Sasson, M.	0.7
05/15/2001	Review documentation from Babcock & Wilcox re asbestos claim related procedures (5.2); correspondence from Kirkland & Ellis re modifications	Krieger, A.	5.3

	to the preliminary injunction issued by the Court (.1).		
05/16/2001	M. Sasson - Obtain NYLJ article from 1/01: Asbestos & Civil Rico	Kaufman, E.	0.2
05/16/2001	Review asbestos claim related documentation (2.6).	Krieger, A.	2.6
05/16/2001	Review memo re: motion for consideration; library re: GAF litigation; (.8); t/c A. Krieger re: pleadings in other mass tort bankruptcy case (.2).	Sasson, M.	1.0
05/17/2001	Attention to potential experts (epidemiologists) (.4); attention to asbestos personal injury bar date and proof of claim issues (.3)	Pasquale, K.	0.7
05/21/2001	Continue to review proof of claim forms procedures (2.1); office conference K. Pasquale re employment of epidemiologist, actuaries, other experts in connection with asbestos claim litigation (.5).	Krieger, A.	2.6
05/21/2001	Attention to potential expert witnesses and review of materials (deposition transcripts, articles) on epidemiologists and asbestos estimation consultants (3.0)	Pasquale, K.	3.0
05/21/2001	Review court filings, GI holdings lawsuit/docket sheet, expert witness files (1.5); t/c K. Pasquale re: same (.3).	Sasson, M.	1.8
05/29/2001	Office conference K. Pasquale re 5/29/01 meeting with the Company to discuss asbestos-related procedures (.1); telephone call R. Higgins re NY meeting among professionals and then office conference K. Pasquale re same (.1)	Krieger, A.	0.2
05/29/2001	Conference at Kirkland & Ellis with K. Pasquale, J. Sprayregen and D. Bernick regarding asbestos issues, etc.	Kruger, L.	2.3
05/29/2001	Preparation for and meeting with debtors' counsel re litigation plan and issues (4.0); attention to possible experts and consultants to committee on asbestos litigation issues (1.2)	Pasquale, K.	5.2
05/30/2001	Office conference K. Pasquale re 5/20/01 meeting with the Debtors regarding asbestos litigation (.1); telephone call J. Kapp re asbestos litigation (.1).	Krieger, A.	0.2
05/31/2001	Office conference K. Pasquale re asbestos litigation and Debtors motion to modify preliminary injunction (.2).	Krieger, A.	0.2

<u>Summary of Hours</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Kaufman, Eric	0.2	\$ 120	\$ 24.00
Krieger, Arlene	33.3	425	14,152.50
Kruger, Lewis	3.4	650	2,210.00
Pasquale, Kenneth	12.6	475	5,985.00
Raskin, Robert	5.0	550	2,750.00
Sasson, Moshe	10.0	360	3,600.00

Total For Professional Services Rendered \$ 28,721.50

Total for this Matter \$ 28,721.50

RE: Retention of Professionals
699842. 0006

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
05/01/2001	Review final conflict check info; o/c w/ J. Tanenbaum re same; review final retention papers (1.9).	Taruschio, A.	1.9
05/02/2001	Office conference RS re service and filing of retention application and M. Lastowski re same (.1).	Krieger, A.	0.1
05/02/2001	O/cs A. Taruschio and numerous t/c re errors related to Blackstone retention (.3).	Raskin, R.	0.3
05/07/2001	Review Debtors motion to retain Pitney Hardin firm as special counsel.	Krieger, A.	0.5
05/08/2001	T/cs with J. Kapp re conversation re Blackstone retention, t/c L. Kruger re committee meeting and schedule.	Raskin, R.	0.3
05/09/2001	Office conference RS re memo to the Committee regarding request for expenses (.1); review draft retention pleadings for P&M and office conference RAR re same (.9).	Krieger, A.	1.0
05/09/2001	Office conference with RR; telephone call with J. Kapp and P. Zilly regarding issue of Blackstone retention under 328 and fee structuring (.6 hrs).	Kruger, L.	0.6
05/09/2001	Review P & M retention papers (.4), conf. call Kruger, Zilly and Kapp re Blackstone retention (.7), follow-up t/c T. Maher re same (.2); t/c J. Kapp re follow-up (.2).	Raskin, R.	1.5
05/10/2001	Telephone call S. Cunningham re revisions to P&M retention application (.2); telephone call C. MacCallum re same (.1).	Krieger, A.	0.3
05/11/2001	Review revised P&M retention pleadings, prepared order and telephone calls C. MacCallum re same (.8); office conference A. Taruschio re finalize P&M retention pleadings on 5/14/01 (.3); office conference A. Taruschio re preparation of ordinary course professionals schedule (.1)..	Krieger, A.	1.2
05/11/2001	Review of Policano & Manzo's retention pleading.	Kruger, L.	0.3
05/11/2001	Review by-laws and respond to A. Krieger (.3), t/c D. Carickhoff re Blackstone order (.2), t/c M. Zalinski re Blackstone retention (.2).	Raskin, R.	0.7

05/14/2001	O/c w/ A. Kriege, retention papers for committee financial advisors.	Taruschio, A.	2.1
05/15/2001	Review of Policano & Manzo retention application.	Kruger, L.	0.2
05/15/2001	Preparation of P&M retention papers (1.6).	Taruschio, A.	1.6
05/16/2001	Review Katchen affidavit and conference with RAR, W. Katchen re same (.3); review of revised affidavit and telephone calls with Katchen re same (.5); office conference A.T and RS submission of P&M application to the Court (.2).	Krieger, A.	1.0
05/16/2001	Prepare for filing and service of Policano & Manzo retention documents; conference with Duane Morris re same; prepare certificate of good standing for Pro Hac vice motions.	Serrette, R.	1.7
05/17/2001	Review proposed application of Committee to retain Duane Morris, revised affidavit and proposed form of order re same (.6); telephone calls M. Melvin re comments to the pleadings and proposed form of order (.5); memos to and from RAR re retention pleadings (.1).	Krieger, A.	1.2
05/18/2001	prepare summary of special counsel retention motion for committee	Taruschio, A.	1.9
05/21/2001	Office conferences RAR re Blackstone retention and proposed form of order (.1); review proposed form of order, administrative compensation order (.2).	Krieger, A.	0.3
05/22/2001	Telephone call M. Melvin re preparation of certificate of no objection on SSL retention application (.1).	Krieger, A.	0.1
05/23/2001	T/c J. Kapp re Blackstone retention and proposed settlement of wage issues (.4), follow-up t/c Kapp re same (.2).	Raskin, R.	0.6
05/23/2001	Office conference with EH regarding supplemental conflicts affidavit (.4 hrs); review of supplemental affidavit forms (.3 hrs); telephone call with Stroock attorneys regarding conflict check (.4 hrs); preparation of supplemental affidavit (.3 hrs).	Taruschio, A.	1.4
05/24/2001	Draft supplemental affidavit for Lewis Kruger.	Taruschio, A.	2.5
05/24/2001	Reviewed changes to First Fee Application (.3 hrs); prepared supplemental Kruger disclosure affidavit (1.9 hrs).	Taruschio, A.	2.2
05/25/2001	Discussion with A. Taruschio re: Supplemental	Holzberg, E.	0.2

RE: Creditors Committee Meetings/Conferences
699842. 0007

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
05/01/2001	Committee conference call re employee-benefits-related issues, pending matters to be heard on 5/3/01, request to the US Trustee to appoint an equity Committee, proposal to resolve trade payables issues (1.0).	Krieger, A.	1.0
05/01/2001	Telephone call with creditors committee with respect to pre-petition vendor payments, employee and retiree benefits, employee interests, DIP financing and motion before court.	Kruger, L.	1.1
05/01/2001	Creditors Committee meeting (telephone) (1.0)	Pasquale, K.	1.0
05/01/2001	Prepare for and attend conf. call of the committee.	Raskin, R.	1.0
05/01/2001	Review by-law draft (.3).	Raskin, R.	0.3
05/01/2001	Creditors' committee telephone conference call. (1.0); telephone conference call with Rob Raskin and Arlene Krieger following up on creditors' committee decisions (0.2).	Wintner, M.	1.2
05/02/2001	Began to review draft by-laws for the Committee (.4).	Krieger, A.	0.4
05/03/2001	Preparation of draft by-laws for Committee and memorandum to the Committee re same.	Krieger, A.	1.2
05/03/2001	Telephone call with J. Sprayregan regarding meeting with debtor, committee, meeting among debtors and committee professionals to consider asbestos issues and strategy (.3 hrs.).	Kruger, L.	0.3
05/04/2001	Office conference with RR regarding discussion of committee, debtor meeting and agenda therefor.	Kruger, L.	0.7
05/04/2001	T/c J. Kapp re creditors committee meeting scheduling (.1).	Raskin, R.	0.1
05/07/2001	Telephone call with T. Maher regarding meeting with committee, debtor and proposed agenda (.3 hrs); telephone call with J. Sprayregan regarding same (.2 hrs).	Kruger, L.	0.5
05/08/2001	Telephone call with J. Sprayregan regarding meeting with debtor and agenda (.2 hrs).	Kruger, L.	0.2

05/09/2001	Telephone call with T. Maher regarding creditors' meeting and agenda (.3 hrs).	Kruger, L.	0.3
05/09/2001	T/c M. Chehi re comments to by-laws.	Raskin, R.	0.3
05/10/2001	Revise By-Laws to reflect members comments (.5).	Krieger, A.	0.5
05/11/2001	T/c J. Kapp re agenda for committee meeting and misc. issues (.3).	Raskin, R.	0.3
05/15/2001	Memorandum to the Committee re revised proposed By-Laws (.2).	Krieger, A.	0.2
05/16/2001	Prepare confidentiality agreement for Bank Group members (1.2) memos from Committee members re Committee By-Laws. (.1).	Krieger, A.	1.3
05/16/2001	Conf. call with Maher, Krieger, Wintner, Keppler, Cunningham re employees issues (.6), t/cs J. Kapp re committee meeting and conf. call re employee issues (.3).	Raskin, R.	0.9
05/17/2001	Review Confidentiality Agreement to reflect RAR comments and forward same to T. Maher (.5); telephone call C. Litsey re Wells Fargo attendance at 5/22/01 Committee meeting (.4); prepare revised form of confidentiality agreement for Wells Fargo (1.5); memo to T. Maher re revised bank group confidentiality agreement; (.1); memo to RAR re form of confidentiality agreement for Wells Fargo and comments (.1); office conference L. Kruger re Wells Fargo attendance at Committee meeting (.1).	Krieger, A.	2.7
05/17/2001	Office conference with AK; telephone call with C. Litsey of Wells Fargo regarding attendance at Creditors' meeting and confidentiality agreement (.3 hrs).	Kruger, L.	0.3
05/18/2001	Telephone call R. Higgins re Wells Fargo attendance at 5/22/01 committee meeting (.1); telephone call L. Miller (Wells Fargo) re Confidentiality Agreement (.1).	Krieger, A.	0.2
05/18/2001	Prepare memo and agenda for committee meeting (.4); distribution to members (.3); conferences with A. Krieger and R. Raskin re same (.2).	Serrette, R.	0.9
05/20/2001	Review Committee meeting memorandum (.2).	Krieger, A.	0.2
05/21/2001	Office conference RAR re Wells Fargo confidentiality agreement (.1); revise confidentiality agreement and prepared memorandum to L. Miller, Debtors re same (.8); telephone call L. Miller re confidentiality	Krieger, A.	2.3

	agreement (.1); telephone calls R. Higgins re modifications to confidentiality agreement (.2); review Bank of New York resignation agreement and related correspondence to F. Perch (.5); preparation of materials for 5/22/01 Committee meeting (.6).		
05/21/2001	Review of agenda for creditors meeting (.2 hrs); telephone call with T. Maher regarding same (.2 hrs); telephone call with I. Segal of the Bank of New York regarding attendance of meeting by successor Trustee and Wells Fargo and the need for a confidentiality agreement (.3 hrs); telephone call with Wells Fargo regarding same (.2 hrs); telephone call with J. Akre of First Union regarding meeting (.2 hrs); telephone call with K. Howland of Wachovia regarding agenda (.2 hrs).	Kruger, L.	1.3
05/21/2001	Prepare for Committee meeting.	Serrette, R.	1.1
05/22/2001	Prepared for and attended Creditors' Committee meeting at the offices of JP Morgan Chase (4.3).	Krieger, A.	4.3
05/22/2001	Creditors' Committee meeting with debtor in which debtor reviewed its business lines, financial performance, asbestos issues, employee issues, and Chapter 11 prospects (2.3 hrs); Creditors' Committee meeting regarding employee issues, debtor's presentation, asbestos issues and financial matters (2.1 hrs).	Kruger, L.	4.4
05/22/2001	Preparation for and attended creditors' committee meeting (5.5)	Pasquale, K.	5.5
05/22/2001	Prepare for and attend meeting with Debtors at Chase and follow-up re same.	Raskin, R.	5.0
05/22/2001	Attend Creditors Committee meeting (3.0).	Wintner, M.	3.0
05/23/2001	Correspondence to L. Miller re Wells Fargo Confidentiality Agreement (.2); telephone call Tom Maher re Confidentiality Agreement for the Bank parties to the pre-petition revolving credit facility (.3); reviewed pre-petition credit facilities and then prepare revised draft Confidentiality Agreement (2.8).	Krieger, A.	3.3
05/25/2001	Telephone calls R. Higgins re sign-off on form of Confidentiality Agreement for the Bank Group (.1); revise Bank Group Confidentiality Agreement (.3); forward Wells Fargo Agreement to R. Higgins (.2); memo to T. Maher re Debtors' sign-off on Confidentiality Agreement (.2); e-mail to M. Lastowski re Matt Zaleski inquiry on KERP (.1).	Krieger, A.	0.9
05/29/2001	Memo to A. Taruschio re preparation of memo to the	Krieger, A.	0.3

Committee summarizing outstanding motions (.3).

05/29/2001	Review proposed retention application for Wallace King as special litigation counsel; telephone call R. Higgins re same; (.3) and confidentiality agreements for the Bank Group and Committee members (.8); memo to RAR, LK, KP re request for execution of confidentiality agreement by Committee members (.1).	Krieger, A.	1.2
05/29/2001	Review and summarize motions for creditors' committee (1.2 hrs); office conference with AK regarding same (.4 hrs).	Taruschio, A.	1.6
05/30/2001	Office conference with A. Krieger regarding summary of lease rejection procedures and review of same (.5 hrs); summarize pending motions regarding retention of counsel for Asbestos Committee and Property Damage Committee and lease rejection (1.2 hrs).	Taruschio, A.	1.7
05/31/2001	Office conference RAR re discussion with J. Kapp regarding confidential agreement and forward applicable provisions of the By-Laws to J.Kapp (.2).	Krieger, A.	0.2

Summary of Hours

	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Krieger, Arlene	20.2	\$ 425	\$ 8,585.00
Kruger, Lewis	9.1	650	5,915.00
Pasquale, Kenneth	6.5	475	3,087.50
Raskin, Robert	7.9	550	4,345.00
Serrette, Rosemarie	2.0	130	260.00
Taruschio Anna	3.3	185	610.50
Wintner, Mark	4.2	525	2,205.00

Total For Professional Services Rendered \$ 25,008.00

Total for this Matter \$ 25,008.00

RE: Court Hearings
699842. 0008

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
05/02/2001	Prepare for hearing (5/3/01) including review of pleadings and docket (1.9); conferences with R. Raskin re same (.2).	Serrette, R.	2.1
05/03/2001	Office conference with RR regarding court hearing results (.3 hs).	Kruger, L.	0.3
05/03/2001	Attend hearing re preliminary injunction, dip financing, stipulation with trade vendors etc. (4.0).	Raskin, R.	4.0
05/04/2001	Conference with R. Raskin re status of hearing (.2).	Serrette, R.	0.2
05/18/2001	Attended Section 341 meeting (1.5).	Krieger, A.	1.5
05/20/2001	Prepare draft memorandum re section 341 meeting testimony (3.8).	Krieger, A.	3.8
05/21/2001	Review and revise memo re testimoney given by Debtors' representatives at Section 341 meeting of creditors and review Debtors recent 10Q! in connection therewith (2.2).	Krieger, A.	2.2
05/21/2001	Review memo re 341 meeting (.2).	Raskin, R.	0.2

<u>Summary of Hours</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Krieger, Arlene	7.5	\$ 425	\$ 3,187.50
Kruger, Lewis	0.3	650	195.00
Raskin, Robert	4.2	550	2,310.00
Serrette, Rosemarie	2.3	130	299.00

Total For Professional Services Rendered \$ 5,991.50

Total for this Matter \$ 5,991.50

RE: Post Petition Financing
699842. 0010

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
05/01/2001	T/c to D. Bacon re dip issues.	Raskin, R.	0.2
05/02/2001	Review revised dip order (.4), t/c to D. Bacon re same (.1).	Raskin, R.	0.5

<u>Summary of Hours</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Raskin, Robert	0.7	\$ 550	\$ 385.00
Total For Professional Services Rendered			\$ 385.00

Total for this Matter	\$ 385.00
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RE: Executory Contracts/License Agreements
699842. 0011

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
05/17/2001	Review Debtors' draft motion for omnibus claims settlement procedure and prepare memorandum describing same and comments thereto (1.0); memos from and to K. Pasquale, RAR re above (.2).	Krieger, A.	1.2
05/29/2001	Review lease rejection notice re 1750 Clint More Road, Florida premises (.1); review motion to extend time to assume, reject non-residential property leases (.1).	Krieger, A.	0.2
05/30/2001	Office conference AT re lease rejection notice (.2); telephone call J. Kapp re motion establishing omnibus claims settlement procedures and prepare memorandum re proposed response to procedures (1.0).	Krieger, A.	1.2
05/31/2001	Memos to and from RAR, K. Pasquale re Debtors' draft motion establishing omnibus settlement procedures and response thereto (.5).	Krieger, A.	0.5

<u>Summary of Hours</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Krieger, Arlene	3.1	\$ 425	\$ 1,317.50
Total For Professional Services Rendered			\$ 1,317.50
Total for this Matter			<u>\$ 1,317.50</u>

RE: Claims Analysis/Claims Objection Process
699842. 0012

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
05/21/2001	Telephone call S. Schwartz (K&E) re draft motion establishing claims settlement procedures (.5); memo re Zhagrus settlement agreement (.5).	Krieger, A.	1.0

<u>Summary of Hours</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Krieger, Arlene	1.0	\$ 425	\$ 425.00
Total For Professional Services Rendered			\$ 425.00
Total for this Matter			<u>\$ 425.00</u>

RE: Analysis of Pre-Petition Transactions
699842. 0013

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
05/01/2001	Conference call RAR, J. Kapp re Committee's position on trade payables issues and preparation of stipulation regarding same (.5); follow-up office conferences A. Taruschio re preparation of stipulation and terms of proposal (.6).	Krieger, A.	1.1
05/01/2001	Review memos re vendor issues from Policano & Manzo (.4), review memo re employee issues (.4), t/c S. Cunningham re vendor issues (.2), t/c T. Maher re conf. call and misc. issues (.2), conf. call J. Kapp, S. Cunningham and A. Krieger re proposal re vendor issues (.3), t/c to DPW re extension of time and substance of proposed settlement (.2).	Raskin, R.	1.7
05/01/2001	Creditors committee call and call re stipulation (2.1); prepare stipulation and order resolving Chase Motion (3.6).	Taruschio, A.	5.7
05/02/2001	Review revised stipulation revolving trade payables issues and office conferences RAR re same (.4).	Krieger, A.	0.4
05/02/2001	Review and revise stipulation with trade vendors (1.2); t/c S. Cunningham re stipulation with trade vendors (.3); t/c D. Tawill re same (.2); t/c J. Kapp re terms of stipulation and timing (.2); t/c T. Maher re stipulation (.1); o/cs A. Krieger re trade vendor stip. (.3).	Raskin, R.	2.3
05/08/2001	Fraudulent transfer issues (.1 hrs).	Kruger, L.	0.1
05/24/2001	Telephone call Tom Maher re Bank Group Confidentiality Agreement comment (.2); telephone call and then memorandum to Roger Higgins re Confidentially Agreement (.3).	Krieger, A.	0.5

Summary of Hours

	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Krieger, Arlene	2.0	\$ 425	\$ 850.00
Kruger, Lewis	0.1	650	65.00
Raskin, Robert	4.0	550	2,200.00
Taruschio Anna	5.7	185	1,054.50

Total For Professional Services Rendered \$ 4,169.50

Total for this Matter \$ 4,169.50

RE: Lift Stay Litigation
699842. 0016

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
05/01/2001	T/c A. Running re: debtors' response to Zonolite motion; t/c Raskin, K. Pasquale re: same.	Sasson, M.	1.0
05/07/2001	Attention to lift stay motion in TIG Ins. case (.5)	Pasquale, K.	0.5
05/07/2001	Review motion by HSTC to lift stay; review motion for appointment of counsel; review motion for reconsideration of first day orders; review 2d supp. affidavit of debtor, B.1. committee objections to motion for lift of stay; t/c K. Pasquale re: conference.	Sasson, M.	2.0
05/09/2001	T/c A. Running re: debtors' response to Zonolite motion and t/c R. Raskin, K. Pasquale re: same.	Sasson, M.	0.5

Summary of Hours

	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Pasquale, Kenneth	0.5	\$ 475	\$ 237.50
Sasson, Moshe	3.5	360	1,260.00

Total For Professional Services Rendered \$ 1,497.50

Total for this Matter \$ 1,497.50

RE: Erisa Issues
699842. 0020

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
05/01/2001	Further revisions to reconsideration motion and order to reflect MW comments and Committee's position and then comments form RAR (6.7).	Krieger, A.	6.7
05/01/2001	Review motion to reconsider wage issues and o/c A. Krieger re same (.5).	Raskin, R.	0.5
05/01/2001	Revise, edit, research for reconsideration motion (5.1).	Taruschio, A.	5.1
05/01/2001	Revise draft Motion to Reconsider First Day Benefits Order (2.0).	Wintner, M.	2.0
05/02/2001	Final revisions to reconsideration motion and order and incorporate additional comments from RAR and MW are same and office conferences R. Serrette re filing and service of same (2.7); telephone call M. Lastowski re filing and service of reconsideration motion, hearing date notice, other (.1); telephone call S. Cunningham re review of executive agreements, supplemental document request (5.); office conference A. Keppler re reconsideration motion, KERP program and executive contract review (.7).	Krieger, A.	4.0
05/02/2001	Telephone call with T. Maher regarding extension of time of various compensation issues (.2 hrs).	Kruger, L.	0.2
05/02/2001	Review motion to reconsider wage order (.4).	Raskin, R.	0.4
05/02/2001	Changes and revisions, final edits, research for Reconsideration motion (1.8).	Taruschio, A.	1.8
05/02/2001	Draft of Chase stipulation (1.2); redraft of Blackstone objection (3.9); correspondence, oc w/ R. Raskin re same, fax to local counsel (1.2).	Taruschio, A.	6.3
05/02/2001	Revise draft motion to Reconsider First Day Benefits Order (1.2); and telephone call with Arlene Krieger re: same (0.3).	Wintner, M.	1.5
05/03/2001	Review and compare employment agreements for expenditures.	Keppler, A.	1.3
05/03/2001	Review letters of credit (1.8).	Krieger, A.	1.8
05/04/2001	Review employment, change of control and plan	Keppler, A.	2.0

	agreements (1.8); discussion with A. Krieger (.1); telephone conference with Sean Cunningham (.1).		
05/04/2001	Office conference A. Keppler re review of senior executive's employment agreement, request for confirmation on prior agreements and contact with S. Cunningham (.4); telephone calls C. MacCullum re FTI P&M correspondence to Debtors and review schedule re same (.2); prepare correspondence to J.Kapp/Roger Higgins re employment agreement information (.5).	Krieger, A.	1.1
05/07/2001	Telephone conference with S. Cunningham (.3); review documents (.6) re: employment contracts and KERP.	Keppler, A.	1.5
05/07/2001	Telephone calls Sean Cunningham and office conference A. Keppler and then correspondence to J. Forgach and J. Kapp re further employee-related documentation (.8).	Krieger, A.	0.8
05/08/2001	Review documents (1); conference call with S. Cunningham et al re: KERP Program (1.5); discussions re: same with M. Wintner and A. Krieger (.5).	Keppler, A.	3.0
05/08/2001	Office conference MW, AK re review of employee-related issues and conference call with Sean Cunningham re preparation of analysis (.1); correspondence to S. Cunningham re 3/2001 Long Term Incentive Program (.1); telephone call J. Kapp, R. Higgins re supplemental information request (.1); conference call with Sean Cunningham re receipt of materials from Forgach, review of retention, severance plans and executive contracts (.4); reviewed employee-related documentation, programs, agreements, received from the Debtors (2.6); extended conference call with MW, AK, S. Cunningham and E. Ordway and follow up conference with MW, AK re L/C's for Workers' Compensation, legal issues in respect of employee agreements, other (3.0).	Krieger, A.	6.3
05/08/2001	Review Policano and Manzo analysis of Debtors' proposed KERP and Senior Executive employment contracts (and Change of Control Agreements).	Wintner, M.	2.8
05/09/2001	Office conferences Anna Taruschio re Norris employment agreement and legal issues thereon (.2); telephone call Sean Cunningham and Craig McCallum (P&M) re KERP, Executive Compensation Analysis, and additional 2001 bonus information from the Company (.5); extensive review of revised analysis and Norris Agreement (1.6); memo to AK re additional	Krieger, A.	2.4

	information regarding bonuses and revised P&M analysis (.1).		
05/09/2001	Review KERP program and Change of Control Agreements.	Wintner, M.	1.0
05/10/2001	Review new KERP analysis (1); conference call with MSW, A. Krieger, Sean Cunningham et.al. re benefits, contracts and KERP (1).	Keppler, A.	2.0
05/10/2001	Complete review of P&M KERP, executives compensation analysis (1.0); office conference A. Taruschio re case law review of section 502(b)(7) (.2); telephone call S. Cunningham re modifications to analyses (.3); review section 502(b)(7) case law (.1); conference call Ed Ordway, C. MacCullum and follow-up office conference with MW, AK re same (1.2).	Krieger, A.	2.8
05/10/2001	Research and oc w/ A. Krieger re 502(b)(7) issue	Taruschio, A.	3.6
05/10/2001	Review revised Policano & Manzo analysis of Debtors' proposed KERP and Executive Employment and Change of Control Agreements (1.0); telephone conference with A. Krieger, A. Keppler and Policano & Manzo re: same (1.0).	Wintner, M.	2.0
05/11/2001	Discussion with A. Krieger re Debtor's proposal on modification to benefits order.	Keppler, A.	0.3
05/11/2001	Review Siegel, Tarola employment agreements (1.5); review change of control agreements and office conference A. Keppler re modifications, treatment thereof (1.0); conference call with RR, MW and Debtors' counsel re Debtors' response to Committee's motion for reconsideration and follow-up office conference RR, MW re same and analysis on KERP, employment agreements (.6); office conferences A. Taruschio re case law review on section 505(b)(7) (.2).	Krieger, A.	3.3
05/11/2001	Conf. call Wintner, Krieger and Kapp re Debtors proposal regarding motion to reconsider wage order (.8); follow-up discussions with Wintner re same (.3).	Raskin, R.	1.1
05/11/2001	O/c w/ A. Krieger re retention papers for Committees financial advisor and other assignments (.4); research cases on 502(b)(7) issue (5.1)	Taruschio, A.	5.6
05/11/2001	Telephone conference call with Debtor and R. Raskin, A. Krieger re Creditors' Committee Motion to Reconsider First Day Wage/Benefits Order.	Wintner, M.	0.5
05/12/2001	Reviewed 502(b)(7) case law (3.8); reviewed Norris employment agreement and information memorandum received from John Forgach re participants in KERP,	Krieger, A.	5.6

	LTIP, other plans (1.8).		
05/12/2001	Read through cases and draft memo to A. Krieger on 502(b)(7)	Taruschio, A.	3.8
05/13/2001	Review AT memo on 502(b)(7) case law and memo to AT re same; and additional issues (.4).	Krieger, A.	0.4
05/14/2001	Review of Policano & Manzo's analysis on retention program.	Kruger, L.	0.2
05/15/2001	Review memo to Debtors re response to motion to reconsider, discussion with A. Krieger re above.	Keppler, A.	1.5
05/15/2001	Office conference A. Keppler re additional documentation for employee benefits analysis (.1); office conference RR re forwarding P&M analysis to Tom Maher, preparation of memorandum describing Debtors' response to the Committee's reconsideration motion (.1); prepare memorandum re Debtors' response to Committee's reconsideration motion (1.3).	Krieger, A.	1.5
05/15/2001	Research for A. Krieger on severance pay issue (1.1).	Taruschio, A.	1.1
05/16/2001	Review VSPP payment schedule and estimated savings for capping payments at \$1,000 a month per former employee, (.5); review P&M analysis, telephone E. Ordway and S. Cunningham re analysis, follow-up call A. Krieger (1).	Keppler, A.	1.5
05/16/2001	Office conferences MW and AK and others; conference call Tom Maher, RAR, MW representative of P&M re P&M analysis and outstanding issues on Debtor's KERP program and executives compensation (.7); subsequent telephone call J. Kapp re professionals meeting to discuss outstanding issues (.2); office conferences A. Keppler re subsequent information request and professionals meeting (.2); further telephone calls J. Kapp and R. Higgins re 5/18/01 conference call and memo to Committee professionals re same (.3).	Krieger, A.	1.4
05/16/2001	Telephone conference call with Chairman of Creditors Committee and professional advisors from Policano and Manzo and Stroock re Debtor's proposal to adopt KERP and assume Senior Executive Employment Agreements.	Wintner, M.	0.8
05/17/2001	Telephone Ed Ordway and Sean Cunningham re strategy for telephone conference with Debtor (.7), related discussion with A. Krieger (.2) discussion with MSW re same (.4).	Keppler, A.	1.3
05/17/2001	Office conferences A. Keppler re revised calculation of	Krieger, A.	1.0

	reduced VSPP amounts (.3); telephone call S. Cunningham re conference call to discuss strategy for 5/18/01 call with the Debtors, additional request (.2); review P&M analysis, agreements, other in preparation for 5/18/01 call (.5).		
05/18/2001	Conference call with Debtor et.al re retention plan and employment agreements (.9), pre-call with Sean Cunningham and Ed Ordway (.3), follow-up call with A. Krieger and R. Raskin (.3), conference call with Committee Chariman (.3).	Keppler, A.	1.8
05/18/2001	Conference call with Debtors representatives, P&M representatives, RAR, MW and AK re employee-related matters (.8); telephone call C. MacCullum re supplemental information request (.2); follow-up office conference RAR, MW re discussion with counsel representing retirees and discussions with Tom Maher (.7).	Krieger, A.	1.7
05/18/2001	Conf. call with debtors re kerp and executive compensation issues (1.5).	Raskin, R.	1.5
05/18/2001	Telephone conference call with Debtor and Kirkland & Ellis, R. Raskin, A. Krieger, A. Keppler, Policano & Manzo re Debtors' position on Motion to Reconsider Benefits Order, Motions to Adopt KERP and Assume Senior Executive Employment Agreements (0.9); telephone conference with Committee Chairman re same (0.3).	Wintner, M.	1.2
05/21/2001	Office conference MW re amendment to change of control agreements (.1).	Krieger, A.	0.1
05/21/2001	Review additional information re SERP (.2).	Raskin, R.	0.2
05/21/2001	Review Change of Control Agreements for senior executives and draft rider to exclude Chapter 11 Triggers.	Wintner, M.	0.6
05/22/2001	Analyze SERP payment list, telephone MSW.	Keppler, A.	1.0
05/22/2001	Office conference A. Keppler re discussions regarding SERP payments and outstanding questions (.3); telephone call R. Higgins re additional information regarding employee-benefit schedules (.1).	Krieger, A.	0.4
05/22/2001	Revise draft rider to Change of Control Agreements for senior executives to delete Chapter 11 related triggers from "change of control" definition (.8).	Wintner, M.	0.8
05/23/2001	Office conference RAR, MW re Committee's position on employee-related issues and telephone call J. Kapp re same (.5); telephone call R. Higgins re	Krieger, A.	0.8

	response to additional information on employee-related matters (.1); prepared memorandum re additional employee-related information (.1); memo from RAR re discussions regarding Norris agreement (.1).		
05/23/2001	Telephone conference Rob Raskin and Kirkland & Ellis re Creditors Committee position on KERP; executive employment agreements, first day Benefits Order.	Wintner, M.	0.3
05/24/2001	Review proposed modifications to the change of control provisions (.5); office conference MW re change of Control Modifications (.5); prepared revised change of control provisions (.3); correspondence to Tom Maher re change of control agreement (.5); correspondence to J. Kapp, others re change of control modifications (.6); telephone call E. Ordway re Norris Agreement discussions (.1); office conference RAR re discussions with Norris (.4).	Krieger, A.	2.6
05/24/2001	Draft changes to proposed Change of Control Agreement riders to eliminate Chapter 11 related triggers (0.5).	Wintner, M.	0.5
05/25/2001	Telephone calls R. Higgins re change of control modifications, extension of Committee's time to respond to reconsideration motion (.2); memo RAR, LK, KP others re above (.1).	Krieger, A.	0.3
05/30/2001	Telephone call J. Kapp re change of control, Norris agreement, Confidentiality Agreement, (.4); prepare memo re Debtors' position re above (1.0); office conference AK re Debtors' position on Norris Agreement, change of control modifications (.2).	Krieger, A.	1.6
05/31/2001	Telephone call Sean Cunningham re Debtors' position on change of control provision, Norris Agreement and confidentiality agreement (.3); e-mail to RAR, MW re same (.1); further memos to and from RAR and then office conference RAR re response to Debtors' position and telephone call J. Kapp re same (.7).	Krieger, A.	0.7

<u>Summary of Hours</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Keppler, Abbey	17.2	\$ 425	\$ 7,310.00
Krieger, Arlene	47.3	425	20,102.50
Kruger, Lewis	0.4	650	260.00
Raskin, Robert	3.7	550	2,035.00
Taruschio Anna	27.3	185	5,050.50
Wintner, Mark	14.0	525	7,350.00

Total For Professional Services Rendered \$ 42,108.00

Total for this Matter \$ 42,108.00

RE: Travel
699842.0025

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
05/02/2001	Travel to Delaware for hearing (3.7).	Raskin, R.	3.7
05/03/2001	Return to New York (1.5).	Raskin, R.	1.5
05/18/2001	Travel to Delaware for Section 341 meeting and prepare memo to the Committee re agenda for 5/22/01 meeting on route and travel back from Delaware (5.7).	Krieger, A.	5.7

<u>Summary of Hours</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Krieger, Arlene	5.7	\$ 425	\$ 2,422.50
Raskin, Robert	5.2	550	2,860.00

Total For Professional Services Rendered \$ 5,282.50

Total for this Matter \$ 5,282.50

EXHIBIT C

W R GRACE & CO
THROUGH MAY 31, 2001

PARTNERS	HOURS	RATE	AMOUNT
Kruger, Lewis	16.4	650	10,660.00
Pasquale, Kenneth	19.6	475	9,310.00
Raskin, Robert	39.7	550	21,835.00
Wintner, Mark	18.2	525	9,555.00
ASSOCIATES			
Keppler, Abbey	17.2	425	7,310.00
Krieger, Arlene	143.1	425	60,817.50
Sasson, Moshe	13.5	360	4,860.00
Taruschio Anna	73.5	185	13,597.50
PARAPROFESSIONAL			
Defreitas, Vaughn	1.8	90	162.00
Holzberg, Ethel	3	145	435.00
Kaufman, Eric	0.2	120	24.00
Serrette, Rosemarie	30.8	130	4,004.00
TOTALS:	377.0		142,570.00

EXHIBIT D

STROOCK & STROOCK & LAVAN LLP
180 Maiden Lane
New York, NY 10038

Disbursement Register

June 29, 2001
Invoice: 236533

RE: General Case Administration
699842.0002

Disbursements incurred for the period through May 31, 2001, including:

<u>Date</u>	<u>Description</u>	<u>Amount</u>
Outside Messenger Service		
05/01/2001	VENDOR: Parcels Inc.; INVOICE#: 13043; DATE: 5/1/01 U.S bankruptcy court Delaware	443.47
05/01/2001	VENDOR: Parcels Inc.; INVOICE#: 2446; DATE: 5/1/01 U.S. bankr. court Delaware	9.00
05/01/2001	VENDOR: Parcels Inc.; INVOICE#: 2446; DATE: 5/1/01 U.S. bankr. court Delaware	184.50
05/01/2001	VENDOR: Parcels Inc.; INVOICE#: 2446; DATE: 5/1/01 U.S. bankr. court Delaware	65.50
05/01/2001	VENDOR: Parcels Inc.; INVOICE#: 2446; DATE: 5/1/01 U.S. bankr. court Delaware	99.00
05/08/2001	NYC Two Ways Inc.Packages ASH 10/60 04/21/01 9:20 M from 180 MAIDEN LA to 10 EAS	24.60
05/08/2001	05/01/2001 Federal Express T#824858018693 R. SERRETTE to: C. FOX WILMINGTON,DE	9.40
05/08/2001	05/01/2001 Federal Express T#824858018650 R. SERRETTE to: W. KATCHEN NEWARK,NJ	9.40
05/18/2001	NYC Two Ways Inc.Packages KRUGER 10/6 05/04/01 17:39 M from 180 MAIDEN LA to 257	29.70
05/24/2001	05/16/2001 Federal Express T#824858018638 R. SERRETTE to: S. HOLLINGHEAD WILMING	9.40
05/24/2001	05/17/2001 Federal Express T#824858018605 R. SERRETTE to: S. A. HOLLINGHEAD WILM	9.40
05/24/2001	05/18/2001 Federal Express T#824858018590 ROSE SERRETTE to: SHELLY HOLLINGHEAD W	9.40
05/30/2001	FedaEx 4/9/01 Parcels Inc 4 E 7th Wilmington, DE to R Serrette	11.33
05/31/2001	FedEx Log 5/1/01 R Serrette to W Katchen Newark, NJ	1.92
05/31/2001	FedEx Log 5/1/01 R Serrette to C Fox Wilmington, DE	1.92

Outside Messenger Service Total		917.94
Overtime		
05/11/2001	5/1, 4/19	450.00
05/11/2001	4/26, 4/27, 4/25	675.00
Overtime Total		1,125.00
Meals		
04/30/2001	VENDOR: Harry's Outgoing, Inc.; INVOICE#: 043001; DATE: 4/30/01 R Serrette 4/26	22.50
05/01/2001	VENDOR: Petty Cash; INVOICE#: 05/01/01; DATE: 5/1/01 04/27 NY PETTY CASH J.MEDORO	10.00
05/01/2001	VENDOR: Petty Cash; INVOICE#: 05/01/01; DATE: 5/1/01 04/30/01 NY PETTY CASH A.TARUSCHIO	16.32
05/21/2001	VENDOR: Fisher & Levy; INVOICE#: 29767; DATE: 5/15/01 4/20/01 L Kruger	110.67
05/21/2001	VENDOR: Fisher & Levy; INVOICE#: 29767; DATE: 5/15/01 4/20/01	311.36
05/22/2001	VENDOR: Petty Cash; INVOICE#: 05/18/01; DATE: 5/22/01 05/16/01 NY PETTY CASH R.SERRETTE	7.00
Meals Total		477.85
Local Transportation		
05/08/2001	NYC Two Ways Inc. KRIEGER 04/23/01 20:25 M from 180 MAIDEN LA to EAST END AVE	24.60
05/08/2001	NYC Two Ways Inc. KRIEGER 04/24/01 20:13 M from 180 MAIDEN LA to EAST END AVE	32.25
05/08/2001	NYC Two Ways Inc. KRIEGER 04/25/01 20:06 M from 180 MAIDEN LA to EAST END AVE	24.60
05/08/2001	NYC Two Ways Inc. TARUSCHIO 05/01/01 22:35 M from 207 E 74 ST M to 180 MAIDEN LA	23.62
05/08/2001	NYC Two Ways Inc. KRUGER 04/23/01 10:07 M from 767 3 AVE M to 180 MAIDEN LA	20.69
05/08/2001	NYC Two Ways Inc. KRIEGER 04/27/01 21:00 M from 180 MAIDEN LA to E 80 ST M	24.60
05/08/2001	NYC Two Ways Inc. GERRETTE 04/26/01 20:17 M from 180 MAIDEN LA to SOUTH RICHMON	38.31
05/08/2001	NYC Two Ways Inc. TARUSCHIO 04/24/01 20:22 M from 180 MAIDEN LA to E 74 ST M	24.60
05/08/2001	NYC Two Ways Inc. MEDORO 04/27/01 20:00 M from 180 MAIDEN LA to NEW DORP SI	62.55
05/08/2001	NYC Two Ways Inc. SERRETTE 04/24/01 21:29 M from 180 MAIDEN LA to SOUTH RICHMON	41.88
05/08/2001	NYC Two Ways Inc. MEDORO 04/25/01 19:45 M from 180 MAIDEN LA to NEW DORP SI	70.20
05/08/2001	VENDOR: Corporate Transportation Group, Ltd.; INVOICE#: 409627; DATE: 4/30/01 NYC Two Ways Inc A Taruschio 4/19/01 180 Maiden Lane to E 74	23.62
05/08/2001	VENDOR: Corporate Transportation Group, Ltd.; INVOICE#: 409627; DATE: 4/30/01 NYC Two Ways Inc A Taruschio 4/18/01 180 Maiden Lane to E 74	23.62
05/15/2001	VENDOR: Petty Cash; INVOICE#: 05/14/01; DATE: 5/15/01 05/12/01 NY PETTY CASH A.TARUSCHIO	29.00
05/18/2001	VENDOR: Petty Cash; INVOICE#: 05/17/01; DATE: 5/18/01	3.00

	05/16/01 NY PETTY CASH J.LI (PROCESS SERVER) OBTAINED COPIES OF COMPLAINT. SDNY	
05/18/2001	NYC Two Ways Inc. TARUSCHIO 04/30/01 12:00 M from 180 MAIDEN LA to E 74 ST M	23.62
05/18/2001	NYC Two Ways Inc. TARUSCHIO 05/02/01 1:59 M from 180 MAIDEN LA to 207 E 74 ST M	23.62
05/18/2001	NYC Two Ways Inc. KRIEGER 04/30/01 21:23 M from 180 MAIDEN LA to EAST END AVE	39.90
05/18/2001	NYC Two Ways Inc. KRIEGER 05/01/01 21:00 M from 180 MAIDEN LA to E 80 ST M	24.60
05/24/2001	NYC Two Ways Inc. KRIEGER 05/09/01 20:03 M from 180 MAIDEN LA to E 80 ST M	24.60
05/24/2001	NYC Two Ways Inc. KRIEGER 05/10/01 20:12 M from 180 MAIDEN LA to E 80 ST M	24.60
05/24/2001	NYC Two Ways Inc. KRIEGER 05/08/01 19:49 M from 180 MAIDEN LA to E 80 ST M	24.60
05/24/2001	VENDOR: Petty Cash; INVOICE#: 05/23/01; DATE: 5/24/01 05/22/01 NY PETTY CASH K.CHRISTIAN (PROCESS SERVER) SDNY - USDC COPY COMPLAINT	1.50
05/29/2001	VENDOR: Abbey Keppler; INVOICE#: 05/22/01; DATE: 5/29/01 05/16 PARKING FEE TO ATTEND MEETING	27.00
05/31/2001	NYC Two Ways Inc. PASQUALE 05/22/01 9:15 M from 180 MAIDEN LA to 270 PARK AVE	20.69
05/31/2001	NYC Two Ways Inc. WINTNER 05/22/01 10:45 M from 180 MAIDEN LA to 767 3 AVE M	35.99
05/31/2001	NYC Two Ways Inc. SERRETTE 05/22/01 19:56 M from 180 MAIDEN LA to SOUTH RICHMON	38.31
05/31/2001	NYC Two Ways Inc. KRIEGER 05/22/01 20:39 M from 180 MAIDEN LA to E 80 ST M	24.60
05/31/2001	NYC Two Ways Inc. KRIEGER 05/15/01 20:35 M from 180 MAIDEN LA to E 80 ST M	25.58
	Local Transportation Total	826.35

Long Distance Telephone

05/01/2001	EXTN.3422, TEL.201-556-4040, S.T.13:15, DUR.01:00	0.28
05/01/2001	EXTN.3422, TEL.201-556-4003, S.T.13:16, DUR.00:24	0.28
05/01/2001	EXTN.3422, TEL.201-556-4040, S.T.13:17, DUR.09:18	2.82
05/01/2001	EXTN.3430, TEL.202-862-5065, S.T.17:07, DUR.10:18	3.10
05/01/2001	EXTN.5422, TEL.201-843-4900, S.T.10:51, DUR.00:42	0.28
05/01/2001	EXTN.5422, TEL.201-556-4040, S.T.13:27, DUR.00:24	0.28
05/01/2001	EXTN.5422, TEL.312-861-2124, S.T.15:04, DUR.00:30	0.28
05/01/2001	EXTN.5422, TEL.973-424-2017, S.T.15:21, DUR.01:12	0.56
05/01/2001	EXTN.5422, TEL.973-424-2000, S.T.15:39, DUR.02:24	0.85
05/01/2001	EXTN.5422, TEL.312-876-7638, S.T.17:40, DUR.02:06	0.85
05/01/2001	EXTN.5422, TEL.312-876-7638, S.T.18:51, DUR.00:18	0.28
05/01/2001	EXTN.5422, TEL.312-861-2124, S.T.19:23, DUR.00:36	0.17
05/01/2001	EXTN.5422, TEL.312-861-2124, S.T.19:25, DUR.00:24	0.17
05/01/2001	EXTN.5492, TEL.973-424-2017, S.T.15:23, DUR.06:36	1.97
05/01/2001	EXTN.6015, TEL.312-861-2412, S.T.10:30, DUR.02:06	0.85
05/01/2001	EXTN.6408, TEL.201-556-4003, S.T.13:04, DUR.08:24	2.54
05/01/2001	EXTN.6408, TEL.312-861-2124, S.T.13:05, DUR.07:12	2.26
05/01/2001	EXTN.6409, TEL.201-556-4040, S.T.12:05, DUR.00:12	0.28
05/02/2001	EXTN.5422, TEL.201-556-4040, S.T.10:55, DUR.00:12	0.28
05/02/2001	EXTN.5422, TEL.201-556-4040, S.T.11:39, DUR.00:06	0.28
05/02/2001	EXTN.5422, TEL.201-843-4900, S.T.11:40, DUR.00:06	0.28
05/02/2001	EXTN.5422, TEL.201-843-4900, S.T.11:40, DUR.00:24	0.28

05/02/2001	EXTN.5422, TEL.312-861-2124, S.T.11:43, DUR.00:18	0.28
05/02/2001	EXTN.5422, TEL.302-652-4100, S.T.11:44, DUR.01:12	0.56
05/02/2001	EXTN.5422, TEL.201-556-4040, S.T.12:16, DUR.00:42	0.28
05/02/2001	EXTN.5422, TEL.201-556-4040, S.T.12:50, DUR.01:24	0.56
05/02/2001	EXTN.5422, TEL.312-861-2124, S.T.14:42, DUR.01:24	0.56
05/02/2001	EXTN.5422, TEL.847-975-6434, S.T.15:12, DUR.04:42	1.41
05/02/2001	EXTN.5422, TEL.312-861-2124, S.T.16:34, DUR.01:00	0.28
05/02/2001	EXTN.5422, TEL.302-651-7531, S.T.17:00, DUR.01:00	0.28
05/02/2001	EXTN.5492, TEL.973-424-2017, S.T.10:54, DUR.13:12	3.95
05/02/2001	EXTN.5492, TEL.973-424-2017, S.T.11:15, DUR.00:30	0.28
05/02/2001	EXTN.5492, TEL.302-573-6459, S.T.11:42, DUR.00:06	0.28
05/02/2001	EXTN.5492, TEL.302-657-4938, S.T.13:01, DUR.02:00	0.56
05/02/2001	EXTN.5492, TEL.302-657-4900, S.T.14:26, DUR.01:12	0.56
05/02/2001	EXTN.5634, TEL.973-424-2000, S.T.14:44, DUR.03:18	1.13
05/03/2001	EXTN.2005, TEL.312-972-0542, S.T.14:05, DUR.00:42	0.32
05/03/2001	EXTN.2005, TEL.312-861-2481, S.T.14:06, DUR.02:12	0.96
05/03/2001	EXTN.3430, TEL.415-421-2132, S.T.11:16, DUR.00:36	0.28
05/03/2001	EXTN.4102, TEL.201-556-4040, S.T.11:36, DUR.00:30	0.28
05/03/2001	EXTN.6102, TEL.201-556-4040, S.T.11:13, DUR.00:24	0.28
05/04/2001	EXTN.5422, TEL.312-861-2124, S.T.14:06, DUR.01:06	0.56
05/04/2001	EXTN.5845, TEL.201-556-4040, S.T.17:22, DUR.00:30	0.28
05/07/2001	EXTN.5492, TEL.202-862-5000, S.T.12:28, DUR.00:12	0.28
05/07/2001	EXTN.5492, TEL.302-654-1888, S.T.12:29, DUR.00:06	0.28
05/07/2001	EXTN.5544, TEL.201-556-4040, S.T.15:15, DUR.01:00	0.28
05/07/2001	EXTN.5845, TEL.201-556-4040, S.T.11:23, DUR.18:18	5.36
05/08/2001	EXTN.5422, TEL.312-861-2124, S.T.13:02, DUR.01:06	0.56
05/08/2001	EXTN.5492, TEL.201-858-4290, S.T.19:55, DUR.01:00	0.17
05/08/2001	EXTN.5492, TEL.610-623-5235, S.T.20:10, DUR.00:42	0.17
05/08/2001	EXTN.5544, TEL.201-556-4040, S.T.10:23, DUR.15:00	4.23
05/08/2001	EXTN.5760, TEL.301-951-6400, S.T.12:12, DUR.03:00	0.85
05/08/2001	EXTN.6408, TEL.201-556-4003, S.T.16:23, DUR.00:24	0.28
05/08/2001	EXTN.6408, TEL.201-556-4040, S.T.16:24, DUR.00:30	0.28
05/08/2001	EXTN.6408, TEL.201-556-4003, S.T.17:11, DUR.00:30	0.28
05/08/2001	EXTN.6408, TEL.201-556-4040, S.T.17:13, DUR.00:24	0.28
05/09/2001	EXTN.5492, TEL.301-218-7005, S.T.13:33, DUR.00:36	0.28
05/09/2001	EXTN.5492, TEL.301-218-7005, S.T.15:00, DUR.12:36	3.67
05/09/2001	EXTN.5544, TEL.201-556-4040, S.T.11:18, DUR.05:18	1.69
05/10/2001	EXTN.3544, TEL.312-861-2160, S.T.14:33, DUR.00:48	0.28
05/10/2001	EXTN.3544, TEL.201-556-1232, S.T.14:47, DUR.01:36	0.56
05/10/2001	EXTN.5492, TEL.201-384-1279, S.T.13:00, DUR.02:42	0.85
05/10/2001	EXTN.5492, TEL.201-384-1279, S.T.13:07, DUR.02:18	0.85
05/10/2001	EXTN.5544, TEL.201-556-4040, S.T.09:48, DUR.00:18	0.28
05/10/2001	EXTN.5544, TEL.201-556-1232, S.T.14:30, DUR.02:54	0.85
05/10/2001	EXTN.5544, TEL.201-981-1125, S.T.14:45, DUR.00:54	0.28
05/10/2001	EXTN.5726, TEL.201-556-4003, S.T.16:25, DUR.35:18	10.15
05/11/2001	EXTN.5422, TEL.302-654-1888, S.T.11:10, DUR.05:12	1.69
05/11/2001	EXTN.5422, TEL.302-651-3160, S.T.11:40, DUR.00:42	0.28
05/11/2001	EXTN.5422, TEL.312-861-2124, S.T.11:44, DUR.17:42	5.08
05/11/2001	EXTN.5422, TEL.312-861-2124, S.T.12:21, DUR.00:12	0.28
05/11/2001	EXTN.5422, TEL.312-861-2124, S.T.13:21, DUR.02:24	0.85
05/11/2001	EXTN.5422, TEL.312-861-2124, S.T.14:36, DUR.01:12	0.56
05/11/2001	EXTN.5422, TEL.973-424-2031, S.T.14:39, DUR.00:12	0.28
05/11/2001	EXTN.5544, TEL.302-778-6464, S.T.10:18, DUR.01:06	0.56
05/11/2001	EXTN.5544, TEL.201-556-1232, S.T.12:42, DUR.02:18	0.85
05/14/2001	EXTN.5422, TEL.312-861-2124, S.T.17:18, DUR.00:12	0.28
05/14/2001	EXTN.5634, TEL.201-843-4900, S.T.15:57, DUR.00:36	0.28

05/15/2001	EXTN.3544, TEL.201-556-4040, S.T.17:17, DUR.01:30	0.56
05/15/2001	EXTN.3544, TEL.201-556-4040, S.T.18:05, DUR.00:36	0.28
05/15/2001	EXTN.5422, TEL.302-651-3160, S.T.11:28, DUR.01:18	0.56
05/15/2001	EXTN.5544, TEL.201-556-4040, S.T.12:23, DUR.01:18	0.56
05/15/2001	EXTN.5634, TEL.203-556-4039, S.T.12:23, DUR.00:06	0.28
05/15/2001	EXTN.5634, TEL.201-556-4039, S.T.12:24, DUR.03:54	1.13
05/15/2001	EXTN.5634, TEL.201-556-4039, S.T.15:28, DUR.01:00	0.28
05/16/2001	EXTN.3430, TEL.011442078591785, S.T.11:02, DUR.00:24	1.73
05/16/2001	EXTN.3430, TEL.011442078591785, S.T.12:47, DUR.01:00	1.73
05/16/2001	EXTN.3544, TEL.312-861-2124, S.T.14:42, DUR.01:48	0.56
05/16/2001	EXTN.5422, TEL.312-861-2124, S.T.10:15, DUR.00:12	0.28
05/16/2001	EXTN.5492, TEL.302-657-4900, S.T.15:24, DUR.01:48	0.56
05/16/2001	EXTN.5492, TEL.302-657-4924, S.T.16:15, DUR.00:24	0.28
05/16/2001	EXTN.5544, TEL.201-556-4040, S.T.09:00, DUR.01:06	0.56
05/16/2001	EXTN.5544, TEL.201-556-4040, S.T.09:16, DUR.00:30	0.28
05/16/2001	EXTN.5544, TEL.312-861-2124, S.T.09:52, DUR.06:42	1.97
05/16/2001	EXTN.5544, TEL.201-556-4040, S.T.10:43, DUR.00:48	0.28
05/16/2001	EXTN.5544, TEL.973-424-2031, S.T.11:21, DUR.03:48	1.13
05/16/2001	EXTN.5544, TEL.201-556-4040, S.T.12:35, DUR.01:24	0.56
05/16/2001	EXTN.5544, TEL.201-981-1125, S.T.13:48, DUR.00:12	0.28
05/16/2001	EXTN.5544, TEL.312-861-2124, S.T.13:58, DUR.00:42	0.28
05/16/2001	EXTN.5544, TEL.312-861-2160, S.T.15:36, DUR.01:18	0.56
05/16/2001	EXTN.5544, TEL.973-424-2031, S.T.16:16, DUR.02:06	0.85
05/16/2001	EXTN.5634, TEL.201-556-4039, S.T.15:03, DUR.03:42	1.13
05/16/2001	EXTN.6448, TEL.973-424-2000, S.T.17:38, DUR.00:18	0.28
05/17/2001	EXTN.3544, TEL.973-424-2017, S.T.15:13, DUR.12:24	3.67
05/17/2001	EXTN.5544, TEL.201-556-4040, S.T.11:14, DUR.01:54	0.56
05/17/2001	EXTN.5544, TEL.612-667-4160, S.T.11:31, DUR.00:54	0.28
05/17/2001	EXTN.5544, TEL.612-667-1916, S.T.13:49, DUR.02:24	0.85
05/17/2001	EXTN.5544, TEL.973-424-2017, S.T.16:47, DUR.01:48	0.56
05/17/2001	EXTN.5544, TEL.312-861-2124, S.T.16:53, DUR.00:42	0.28
05/18/2001	EXTN.5422, TEL.805-968-0100, S.T.14:30, DUR.07:30	2.26
05/18/2001	EXTN.5422, TEL.203-629-9500, S.T.15:02, DUR.06:54	1.97
05/18/2001	EXTN.5492, TEL.302-657-4924, S.T.10:28, DUR.00:42	0.28
05/18/2001	EXTN.5492, TEL.302-657-4924, S.T.11:18, DUR.06:00	1.69
05/18/2001	EXTN.5492, TEL.301-218-7005, S.T.12:40, DUR.00:06	0.28
05/18/2001	EXTN.5492, TEL.301-614-9599, S.T.12:41, DUR.05:48	1.69
05/18/2001	EXTN.5511, TEL.302-657-4900, S.T.15:08, DUR.05:18	1.69
05/21/2001	EXTN.3544, TEL.612-667-1916, S.T.13:39, DUR.01:42	0.56
05/21/2001	EXTN.3544, TEL.612-802-1013, S.T.18:13, DUR.04:18	1.41
05/21/2001	EXTN.5422, TEL.312-861-2124, S.T.15:10, DUR.01:12	0.56
05/21/2001	EXTN.5544, TEL.312-861-3103, S.T.11:09, DUR.13:12	3.95
05/21/2001	EXTN.5544, TEL.612-667-1916, S.T.17:05, DUR.03:42	1.13
05/21/2001	EXTN.5562, TEL.412-338-4720, S.T.08:53, DUR.05:36	1.69
05/22/2001	VENDOR: Petty Cash; INVOICE#: 05/18/01; DATE: 5/22/01	0.60
	04/08 NY PETTY CASH L.KRUGER	
05/22/2001	EXTN.3544, TEL.973-424-2000, S.T.15:57, DUR.01:12	0.56
05/22/2001	EXTN.5544, TEL.312-861-2160, S.T.17:08, DUR.00:54	0.28
05/22/2001	EXTN.5544, TEL.312-861-2160, S.T.17:17, DUR.01:06	0.56
05/23/2001	EXTN.5422, TEL.312-861-2124, S.T.14:30, DUR.00:18	0.28
05/23/2001	EXTN.5422, TEL.312-861-2124, S.T.14:31, DUR.01:18	0.56
05/23/2001	EXTN.5544, TEL.312-861-2160, S.T.14:47, DUR.00:18	0.28
05/23/2001	EXTN.5544, TEL.201-556-4039, S.T.16:04, DUR.00:42	0.28
05/23/2001	EXTN.5544, TEL.312-861-2160, S.T.16:06, DUR.00:18	0.28
05/23/2001	EXTN.5544, TEL.312-861-2160, S.T.16:19, DUR.07:12	2.26
05/23/2001	EXTN.5544, TEL.201-556-4040, S.T.17:18, DUR.01:24	0.56

05/24/2001	EXTN.3430, TEL.201-843-4900, S.T.11:59, DUR.02:30	0.85
05/24/2001	EXTN.5422, TEL.973-424-2000, S.T.12:16, DUR.00:48	0.28
05/24/2001	EXTN.5485, TEL.201-843-4900, S.T.16:15, DUR.02:06	0.85
05/24/2001	EXTN.5544, TEL.201-843-4900, S.T.12:11, DUR.06:12	1.97
05/24/2001	EXTN.5544, TEL.312-861-2160, S.T.12:40, DUR.04:54	1.41
05/25/2001	EXTN.3544, TEL.302-657-4942, S.T.13:31, DUR.00:24	0.28
05/25/2001	EXTN.5492, TEL.201-556-4039, S.T.16:43, DUR.02:42	0.85
05/25/2001	EXTN.5544, TEL.201-556-4003, S.T.09:46, DUR.01:00	0.28
05/25/2001	EXTN.5544, TEL.973-424-2017, S.T.09:59, DUR.01:06	0.56
05/25/2001	EXTN.5544, TEL.312-861-2160, S.T.10:00, DUR.00:06	0.28
05/29/2001	EXTN.5492, TEL.201-843-4900, S.T.11:03, DUR.02:06	0.85
05/29/2001	EXTN.5544, TEL.312-861-2124, S.T.11:12, DUR.02:36	0.85
05/31/2001	EXTN.3544, TEL.312-861-3103, S.T.18:41, DUR.00:42	0.28
05/31/2001	EXTN.5492, TEL.302-657-4944, S.T.15:17, DUR.01:24	0.56
05/31/2001	EXTN.5544, TEL.312-861-3103, S.T.10:35, DUR.01:42	0.56
05/31/2001	EXTN.5544, TEL.302-657-4900, S.T.18:24, DUR.00:24	0.28
05/31/2001	EXTN.5544, TEL.302-657-4942, S.T.18:27, DUR.03:00	0.85
05/31/2001	EXTN.5760, TEL.312-861-2162, S.T.15:35, DUR.01:06	0.56
Long Distance Telephone Total		138.39

Duplicating Costs-in House

04/19/2001	15.30
04/19/2001	0.45
04/20/2001	17.85
04/26/2001	19.35
04/26/2001	15.00
04/26/2001	7.35
05/01/2001	4.10
05/01/2001	4.40
05/01/2001	0.10
05/01/2001	3.40
05/01/2001	0.70
05/01/2001	5.00
05/01/2001	16.20
05/01/2001	5.00
05/02/2001	11.70
05/02/2001	10.70
05/02/2001	32.00
05/02/2001	5.00
05/02/2001	1.00
05/02/2001	0.30
05/02/2001	0.30
05/02/2001	0.20
05/02/2001	0.90
05/03/2001	5.10
05/03/2001	2.00
05/03/2001	11.40
05/03/2001	13.80
05/03/2001	13.30
05/04/2001	39.00
05/04/2001	58.20
05/04/2001	1.50
05/04/2001	0.30
05/04/2001	1.30
05/04/2001	6.40
05/04/2001	0.80

05/04/2001	21.70
05/04/2001	27.90
05/07/2001	0.60
05/07/2001	24.60
05/07/2001	2.40
05/07/2001	21.00
05/07/2001	9.60
05/07/2001	2.60
05/07/2001	1.20
05/07/2001	0.60
05/08/2001	3.00
05/08/2001	36.30
05/08/2001	1.50
05/08/2001	2.00
05/08/2001	8.40
05/08/2001	0.30
05/08/2001	2.60
05/08/2001	4.40
05/08/2001	6.30
05/08/2001	2.70
05/08/2001	2.60
05/08/2001	1.90
05/08/2001	49.00
05/09/2001	11.00
05/09/2001	0.80
05/09/2001	1.90
05/09/2001	2.40
05/09/2001	2.40
05/09/2001	0.60
05/09/2001	6.20
05/10/2001	0.40
05/10/2001	67.20
05/10/2001	1.80
05/10/2001	1.80
05/11/2001	1.80
05/11/2001	0.40
05/11/2001	4.20
05/11/2001	24.00
05/11/2001	8.00
05/11/2001	2.30
05/11/2001	3.50
05/11/2001	10.40
05/11/2001	0.60
05/11/2001	0.40
05/11/2001	1.20
05/11/2001	7.40
05/11/2001	1.30
05/11/2001	2.10
05/14/2001	3.00
05/14/2001	2.60
05/14/2001	0.10
05/15/2001	2.60
05/15/2001	0.20
05/15/2001	0.30
05/15/2001	2.70
05/15/2001	2.70

05/15/2001	0.70
05/15/2001	8.40
05/16/2001	1.60
05/16/2001	0.70
05/16/2001	0.20
05/16/2001	0.40
05/16/2001	2.60
05/17/2001	8.30
05/17/2001	0.40
05/17/2001	10.60
05/17/2001	37.00
05/17/2001	0.90
05/17/2001	9.90
05/17/2001	8.40
05/18/2001	0.10
05/18/2001	25.80
05/18/2001	37.80
05/21/2001	7.10
05/21/2001	0.80
05/21/2001	16.50
05/23/2001	11.40
05/23/2001	0.70
05/23/2001	0.10
05/24/2001	1.90
05/24/2001	0.10
05/24/2001	0.20
05/24/2001	2.30
05/25/2001	2.20
05/25/2001	1.50
05/25/2001	1.20
05/25/2001	0.60
05/25/2001	1.30
05/25/2001	0.10
05/25/2001	3.70
05/25/2001	4.50
05/29/2001	1.20
05/29/2001	3.40
05/29/2001	2.10
05/30/2001	5.30
05/30/2001	2.20
05/30/2001	69.40
05/31/2001	4.20
05/31/2001	8.70
Duplicating Costs-in House Total	1,047.40

Duplicating Costs-Outside

05/18/2001	VENDOR: Petty Cash; INVOICE#: 05/17/01; DATE: 5/18/01 05/16/01 NY PETTY CASH J.LI (PROCESS SERVER) OBTAINED COPIES OF COMPLAINT. SDNY - 112 COPIES	28.00
05/24/2001	VENDOR: Petty Cash; INVOICE#: 05/23/01; DATE: 5/24/01 05/22/01 NY PETTY CASH K.CHRISTIAN (PROCESS SERVER) SDNY - USDC COPY COMPLAINT - COPIED 152 PAGES	38.00

Duplicating Costs-Outside Total**66.00****Postage**

05/08/2001	Postage Charged by on 05/03/2001	0.34
05/08/2001	Postage Charged by on 05/04/2001	0.76
05/24/2001	Postage Charged by on 05/18/2001	2.44
Postage Total		3.54

Process Service & Calendar Watch

05/18/2001	5/16 Obtained copies of complaint sdny	40.00
05/31/2001	VENDOR: U.S. Document Retrieval Service, Inc.; INVOICE#: 10380; DATE: 5/18/01 Research and Document Retrieval	604.47
05/31/2001	VENDOR: U.S. Document Retrieval Service, Inc.; INVOICE#: 10321; DATE: 5/24/01 Research & Document Retrieval	184.67
Process Service & Calendar Watch Total		829.14

In House Messenger Service

05/15/2001	Early Bird Messenger Bike Standard from D. KAUFMAN to JP MORGAN, 380 MADISON AV	10.75
05/16/2001	Early Bird Messenger 05/01/2005 Bike Standard Roundtrip from L. KRUGER to JP MO	16.12
In House Messenger Service Total		26.87

Facsimile Charges

04/30/2001	FAX # 901133388368327	20.00
05/01/2001	FAX # 917-206-4366	21.00
05/01/2001	FAX # 201-703-4152	8.00
05/01/2001	FAX # 901133380640892	24.00
05/01/2001	FAX # 901133380640892	28.00
05/02/2001	FAX # 973-424-2001	3.00
05/02/2001	FAX # 302-575-1714	3.00
05/02/2001	FAX # 305-374-7593	3.00
05/02/2001	FAX # 302-654-2067	3.00
05/02/2001	FAX # 644-6455	3.00
05/03/2001	FAX # 421-6234	2.00
05/03/2001	FAX # 644-6755	4.00
05/03/2001	FAX # 201-843-8044	1.00
05/03/2001	FAX # 201-843-8044	1.00
05/03/2001	FAX # 201-843-8044	1.00
05/03/2001	FAX # 201-843-8044	1.00
05/04/2001	FAX # 410-531-4783	3.00
05/04/2001	FAX # 312-861-2200	3.00
05/04/2001	FAX # 718-422-4429	9.00
05/05/2001	FAX # 201-843-8044	60.00
05/07/2001	FAX # 201-843-8044	7.00
05/07/2001	FAX # 201-843-8044	4.00
05/07/2001	FAX # 410-531-4783	3.00
05/09/2001	FAX # 201-843-8044	31.00
05/11/2001	FAX # 799-1349	3.00
05/12/2001	FAX # 570-1803	4.00
05/15/2001	FAX # 421-6234	25.00
05/16/2001	FAX # 973-424-2001	2.00
05/18/2001	FAX # 302-657-4901	2.00
05/18/2001	FAX # 570-1803	4.00
05/20/2001	FAX # 570-1803	7.00
05/21/2001	FAX # 407-345-1115	3.00
05/22/2001	FAX # 421-6234	1.00

05/22/2001	FAX # 310-772-6937	37.00
05/23/2001	FAX # 201-843-8044	2.00
05/25/2001	FAX # 312-660-0528	6.00
05/25/2001	FAX # 302-652-4400	6.00
05/25/2001	FAX # 973-424-2001	6.00
05/25/2001	FAX # 312-861-2200	6.00
05/25/2001	FAX # 312-660-0528	7.00
Facsimile Charges Total		367.00

Travel Expenses - Transportation

05/08/2001	VENDOR: Robert Raskin; INVOICE#: 05/04/01; DATE: 5/8/01 05/03/01 TRAVEL TO NDELAWARE TO MEET WITH CLIENT FOR HEARING - CABFARES AND PARKING	44.00
05/21/2001	VENDOR: CHASE Business Credit Card; INVOICE#: 050101; DATE: 5/1/01 Visa charge 4/12/01 L Kruger NY Penn to Wilmington	92.50
05/23/2001	VENDOR: Petty Cash; INVOICE#: 05/22/01; DATE: 5/23/01 05/18/01 NY PETTY CASH A.KRIEGER (MTG. IN DELAWARE)	23.50

Travel Expenses - Transportation Total	160.00
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Travel Expenses - Lodging

05/08/2001	VENDOR: Robert Raskin; INVOICE#: 05/04/01; DATE: 5/8/01 05/03/01 TRAVEL TO NDELAWARE TO MEET WITH CLIENT FOR HEARING - HOTEL	176.10
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Travel Expenses - Lodging Total	176.10
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Travel Expenses - Meals

05/08/2001	VENDOR: Robert Raskin; INVOICE#: 05/04/01; DATE: 5/8/01 05/03/01 TRAVEL TO NDELAWARE TO MEET WITH CLIENT FOR HEARING - MEALS	31.95
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Travel Expenses - Meals Total	31.95
--------------------------------------	--------------

Westlaw

05/01/2001	13.75
05/02/2001	24.39
05/04/2001	55.00
05/04/2001	5.00
05/08/2001	70.70
05/09/2001	193.24
05/10/2001	26.92
05/11/2001	110.00
05/14/2001	11.17
05/15/2001	13.75
05/15/2001	3.75
05/16/2001	17.55
05/22/2001	19.98

Westlaw Total	565.20
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Word Processing - Logit

05/20/2001	126.00
Word Processing - Logit Total	126.00

Matter Disbursement Summary

Outside Messenger Service	\$ 917.94
Overtime	1125.00
Meals	477.85
Local Transportation	821.85
Long Distance Telephone	138.39
Duplicating Costs-in House	1047.40
Duplicating Costs-Outside	70.50
Postage	3.54
Process Service & Calendar Watch	829.14
In House Messenger Service	26.87
Facsimile Charges	367.00
Travel Expenses - Transportation	160.00
Travel Expenses - Lodging	176.10
Travel Expenses - Meals	31.95
Westlaw	565.20
Word Processing - Logit	126.00
Total Disbursements/Charges	\$ 6,884.73

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:	)	Chapter 11
)	
W.R. Grace & Co., <u>et al.</u>,	)	Case No. 01-01139 (JJF)
)	
	)	Jointly Administered
Debtors.)	
	)	Objections due by July 23, 2001 at 4:00 p.m.
		Hearing date: To be scheduled, only if objections are timely filed and served.

NOTICE OF APPLICATION

TO: Office of the United States Trustee; Counsel to the Debtors; Counsel to the Official Committee of Asbestos Personal Injury Claimants; Counsel to the Official Committee of Asbestos Property Damage Claimants; the Official Committee of Equity Security Holders; and Counsel to the Debtors-in-Possession Lenders (the "DIP Lenders").

The Official Committee of Unsecured Creditors in the above-captioned chapter 11 cases has today filed the attached **Second Application of Stroock & Stroock & Lavan LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from May 1, 2001 Through May 31, 2001** (the "Application").

You are required to file with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, 6th Floor, Wilmington, DE 19801, any objection to the attached Application on or before July 23, 2001, at 4:00 p.m.

At the same time, you must also serve a copy of objections or responses, if any, upon the following: (i) co-counsel for the Debtors, James H.M. Sprayregen, Esquire, Kirkland & Ellis, 200 East Randolph Drive, Chicago, Illinois 60601 (fax number 312-861-2200) and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones, P.C., 919 N. Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705 (fax number 302-652-4400); (ii) counsel to the Official Committee of Unsecured Creditors, Attn: Lewis Kruger, Esquire, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038-4982 (fax number 212-806-6006), and Michael R. Lastowski, Esquire, Duane, Morris & Heckscher LLP, 1100 North Market Street, Suite 1200, Wilmington, Delaware 19801-1246 (fax number 302-657-4901); (iii) counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Bilzin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, FL 33131 (fax number 305-374-7593), and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, DE

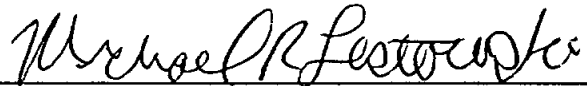
19899 (fax number 302-575-1714); (iv) counsel to the Official Committee of Asbestos Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36th Floor, New York, NY 10022 (fax number 212-644-6755), and Matthew G. Zaleski, III, Esquire, Ashby & Geddes, 222 Delaware Avenue, P.O. Box 1150, Wilmington, DE 19899 (fax number 302-654-2067); (v) counsel to the DIP Lenders, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, IL 60606 (fax number 312-993-9767), and Steven M. Yoder, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, DE 19899 (fax number 302-658-6395); and (vi) the Office of the United States Trustee, Attn: Frank J. Perch, Esquire, 844 N. King Street, Wilmington, DE 19801 (fax number 302-573-6497).

A HEARING ON THE APPLICATION WILL BE HELD BEFORE THE HONORABLE JOSEPH J. FARNAN, ONLY IF OBJECTIONS ARE TIMELY FILED AND SERVED.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF DEMANDED BY THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: July 2, 2001

Respectfully submitted,



Michael R. Lastowski, Esquire (DE I.D. No. 3892)
DUANE, MORRIS & HECKSCHER, LLP
1100 North Market Street, Suite 1200
Wilmington, DE 19801
Telephone: (302) 657-4900
Facsimile: (302) 657-4901
E-mail: mlastowski@duanemorris.com

- and -

Lewis Kruger, Esquire
STROOCK & STROOCK & LAVAN, LLP
180 Maiden Lane
New York, NY 10038-4982
Telephone: (212) 806-5400
Facsimile: (212) 806-6006

*Co-Counsel to the Official Committee
of Unsecured Creditors*

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:	)	Chapter 11
)	
W.R. Grace & Co., <u>et al.</u>,	)	Case No. 01-01139 (JJF)
)	
	)	Jointly Administered
Debtors.)	
	)	Objections due by July 23, 2001 at 4:00 p.m.
		Hearing date: To be scheduled, only if objections are timely filed and served.

CERTIFICATE OF SERVICE

I, Michael R. Lastowski, Esquire, certify that I am not less than 18 years of age, and that service of a copy of the attached Notice of Second Application of Stroock & Stroock & Lavan LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from May 1, 2001 Through May 31, 2001 was made July 2, 2001, upon:

All of the parties indicated on the attached Service List by first class mail, postage prepaid, or as otherwise indicated.

Under penalty of perjury, I declare that the foregoing is true and correct.

July 2, 2001
Date

Michael R. Lastowski
Michael R. Lastowski, Esquire

W.R. GRACE FEE APPLICATION SERVICE LIST

Case No. 01-01139 (JF)

Doc. No. Word147513v1

Via Hand Delivery

Laura Davis Jones, Esquire
David Carickhoff, Esquire.
Pachulski, Stang, Ziehl, Young & Jones
919 North Market Street, 16th Floor
P.O. Box 8705
Wilmington, DE 19899-8705
Counsel to Debtors and Debtors in Possession

Via First Class Mail

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Pachulski, Stang, Ziehl, Young & Jones
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Los Angeles, CA 90067-4100
Counsel to Debtors and Debtors in Possession

Via Hand Delivery

Steven M. Yoder, Esquire
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222 Delaware Avenue, Suite 900
P.O. Box 25130
Wilmington, DE 19899
Local Counsel to DIP Lender

Via Hand Delivery

Michael R. Lastowski, Esquire
Duane, Morris & Heckscher LLP
1100 North Market Street, Suite 1200
Wilmington, DE 19801-1246
Counsel to Official Committee of Unsecured Creditors

Via First Class Mail

James H.M. Sprayregen, Esquire
James Kapp, III, Esquire
Kirkland & Ellis
200 East Randolph Drive
Chicago, IL 60601
Counsel to Debtor

Via First Class Mail

J. Douglas Bacon, Esquire
Latham & Watkins
Sears Tower, Suite 5800
Chicago, IL 60606
Counsel to DIP Lender

Via Hand Delivery

Michael B. Joseph, Esquire
Ferry & Joseph, P.A.
824 Market Street, Suite 904
P.O. Box 1351
Wilmington, DE 19899
Counsel for Asbestos Property Damage Claimants

Via Hand Delivery

William P. Bowden, Esquire
Matthew G. Zaleski, III, Esquire
Ashby & Geddes
222 Delaware Avenue
P.O. Box 1150
Wilmington, DE 19899
Local Counsel to Asbestos Property Damage Claimants

Via First Class Mail

Frank J. Perch, Esquire
Office of the United States Trustee
601 Walnut Street, Curtis Center,
Suite 950 West
Philadelphia, PA 19106

Via First Class Mail

Lewis Kruger, Esquire
Stroock & Stroock & Lavan LLP
180 Maiden Lane
New York, NY 10038-4982
Official Committee of Unsecured Creditors

Via First Class Mail

Elihu Inselbuch, Esquire
Rita Tobin, Esquire
Caplin & Drysdale, Chartered
399 Park Avenue, 36th Floor
New York, NY 10022
*Official Committee of Asbestos Personal Injury
Claimants*

Via First Class Mail

William S. Katchen, Esquire
Duane, Morris & Heckscher LLP
1 Riverfront Plaza, 2nd Floor
Newark, NJ 07102
*Counsel to Official Committee of Unsecured
Creditors*

Via First Class Mail

Dimensional Fund Advisors
Attn: Lawrence Spieth
10 S. Wacker Drive, #2275
Chicago, IL 60606
Official Committee of Equity Security Holders

Via First Class Mail

Simon Atlas
8314 Meadowlark Lane
Bethesda, MD 20817
Official Committee of Equity Security Holders

Via First Class Mail

Scott L. Baena, Esquire
Bilzin Sumberg Dunn Baena Price
& Axelrod LLP
First Union Financial Center
200 South Biscayne Blvd, Suite 2500
Miami, FL 33131
*Official Committee of Asbestos Property Damage
Claimants*

Via First Class Mail

Peninsula Partners, L.P.
Attn: Ted Weschler
404B East Main Street, 2nd Floor
Charlottesville, VA 22902
Official Committee of Equity Security Holders

Via First Class Mail

Angus W. Mercer
4500 Carmel Estates Road
Charlotte, NC 28226
Official Committee of Equity Security Holders

Via First Class Mail

Raymond E. Smiley
35415 Solon Road
Solon, OH 44139-2415
Official Committee of Equity Security Holders

- EXHIBIT C -

Exhibit C
[June, 2001 Fee Application]

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	Chapter 11
W.R. Grace & Co., <u>et al.</u>	Case No. 01-01139(JJF)
Debtors.	Jointly Administered

**THIRD APPLICATION OF STROOCK & STROOCK & LAVAN LLP FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR THE PERIOD FROM JUNE 1, 2001 THROUGH JUNE 30, 2001**

Name of Applicant	Stroock & Stroock & Lavan LLP
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Date of Retention:	April 12, 2001
Period for which compensation and reimbursement is sought	June 1, 2001 – June 30, 2001
Amount of Compensation sought as actual, reasonable and necessary:	\$91,019.00
Amount of Expense Reimbursement sought as actual reasonable and necessary:	\$10,458.14
This is an: <input checked="" type="checkbox"/> interim <input type="checkbox"/> final application	

The total time expended for fee application preparation is approximately 36.3 hours and the corresponding compensation requested is approximately \$8,712.50.¹

This is the third application filed

¹ This is Stroock's Third Fee Application. Time expended for the preparation of this Fee Application will be reflected in the next Fee Application.

Fee Application/Attachment A

		Requested		Approved for Payment	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
May 30, 2001	4/12/01- 4/30/01	\$138,926.00	\$1,975.13	\$111,140.80	\$1,975.13
July 2, 2001	5/1/01 -- 5/31/01	\$139,928.75	\$6,884.73	\$111,943.00	\$6,884.73

W R Grace & Co.
June 1 through June 30, 2001
Attachment B

<u>Summary of Hours</u>	<u>Position</u>	<u>No. of Years in Position</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Kruger, Lewis	Partner	31	4.9	\$650	\$ 3,185.00
Pasquale, Kenneth	Partner	3	10.7	\$475	\$ 5,082.50
Raskin, Robert	Partner	8	28.9	\$550	\$ 15,895.00
Wintner, Mark	Partner	20	2.4	\$550	\$ 1,320.00
Keppler, Abbey	Special Counsel	8	8.1	\$425	\$ 3,442.50
Krieger, Arlene	Special Counsel	8	59.0	\$425	\$ 25,075.00
Sasson, Moshe	Associate	7	57.4	\$360	\$ 20,664.00
Taruschio Anna	Associate	1	47.5	\$245	\$ 11,637.50
Gomelskaya, Irina	Summer Associate		5.0	\$150	\$ 750.00
		N/A			
Serrette, Rosemarie	Paraprofessional	13	25.9	\$150	\$ 3,885.00
Bent, Tamika	Legal Research	N/A	1.5	\$55	\$ 82.50
Total			251.3		\$ 91,019.00

Blended Rate \$ 362.19

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	
)	
W. R. GRACE & CO., <u>et al.</u> ¹	)	Chapter 11
	)	Case No. 01-01139 (JJF)
)	
Debtors.	)	Jointly Administered

**THIRD FEE APPLICATION BY STROOCK & STROOCK & LAVAN LLP, COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF W. R. GRACE
& CO., ET AL., FOR INTERIM COMPENSATION AND FOR REIMBURSEMENT OF
EXPENSES FOR SERVICES RENDERED DURING
THE PERIOD FROM JUNE 1, 2001 THROUGH JUNE 30, 2001**

Stroock & Stroock & Lavan LLP (“Stroock” or “Applicant”), counsel to the Official Committee of Unsecured Creditors (the “Committee”) of W. R. Grace & Co. (“Grace”) and its sixty-one domestic subsidiaries and affiliates that are debtors and debtors-in-possession (the “Debtors”) in this Court, for its application pursuant to 11 U.S.C. §§ 330 and 331 and in

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, and H-G Coal Company.

accordance with the Administrative Fee Order (defined below) for a third interim allowance of compensation for services rendered and for reimbursement of expenses incurred in connection therewith, respectfully represents as follows:

I. INTRODUCTION

1. By this application, Stroock seeks (i) an interim allowance of compensation for the professional services rendered by Stroock as counsel for the Committee for the period from June 1, 2001 through June 30, 2001 (the "Third Monthly Period") in the aggregate amount of \$91,019.00, representing 218.9 hours of professional services and 32.4 hours of paraprofessional services; and (ii) reimbursement of actual and necessary expenses incurred by Stroock during the Third Monthly Period in connection with the rendition of such professional services and paraprofessional services in the aggregate amount of \$10,458.14.

2. Venue of this proceeding and this application is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein are 11 U.S.C. §§ 330 and 331 and Federal Rules of Bankruptcy Procedure 2002(a) and 2016.

II. BACKGROUND

3. On April 2, 2001 (the "Petition Date"), each of the Debtors filed voluntary petitions for reorganization under chapter 11 of the Bankruptcy Code and have continued in the management and operation of their businesses and property pursuant to §§ 1107 and 1108 of the Bankruptcy Code. Pursuant to an order of the Court, the Debtors' Chapter 11 cases have been procedurally consolidated and are being jointly administered.

4. The Debtors operate a world-wide specialty chemicals and materials business and employ approximately 3860 full and part-time employees. On a consolidated basis, for the fiscal

year 2000, Grace reported a net loss of \$89.7 million² from \$1.59 billion in net revenues. The Debtors' bankruptcy filings report that in fiscal year 2000, on a consolidated basis, Grace's sales are generated approximately 50% by the Debtors and 50% by the Debtors' non-debtor subsidiaries and affiliates.

5. On April 12, 2001, the United States Trustee formed the Committee. During the first meeting of the Committee on April 12, 2001, the Committee duly selected Stroock as its counsel to represent the Committee in all matters during the pendency of the Debtors' Chapter 11 cases. The Committee thereafter approved the retention of Duane, Morris & Heckscher LLP ("DM&H") as its local Delaware counsel.

6. The United States Trustee also appointed two separate official committees to represent the interests of claimants asserting asbestos-related personal injury claims and asbestos-related property damage claims against the Debtors (collectively, the "Asbestos Claim Committees"). On June 8, 2001, the United States Trustee appointed an official committee to represent the interests of equity security holders of the Debtors.

7. By application dated May 1, 2001, Stroock sought Court approval for its retention as counsel to the Committee nunc pro tunc to April 12, 2001. The Court signed an order approving Stroock's retention as counsel to the Committee on May 30, 2001.

8. This is the third application Stroock has filed with the Court for an allowance of compensation and reimbursement of expenses for services rendered to the Committee. This application is submitted pursuant to the terms of the Administrative Order Under §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for

² The Debtors' pleadings further report that this net loss results in part from a \$294.0 million asbestos-related charge to earnings recorded in the fourth quarter of 2000.

Professionals and Official Committee Members, approved by the Court on May 3, 2001 (the “Administrative Fee Order”).

9. Applicant has received no payment and no promises for payment from any source for services rendered in connection with these cases. There is no agreement or understanding between the Applicant and any other person (other than members of Stroock) for the sharing of compensation to be received for the services rendered in these cases.

10. As stated in the Affidavit of Lewis Kruger, Esq. annexed hereto as Exhibit “A,” all of the services for which interim compensation is sought herein were rendered for and on behalf of the Committee solely in connection with these cases.

III. SUMMARY OF SERVICES RENDERED

11. Since being retained by the Committee, Stroock has rendered professional services to the Committee as requested and as necessary and appropriate in furtherance of the interests of the unsecured creditors of the Debtors’ estates. The variety and complexity of these cases and the need to act or respond on an expedited basis in furtherance of the Committee’s needs have required the expenditure of substantial time by personnel from several legal disciplines, on an as-needed basis, including in certain instances, working into the evening and on weekends.

12. Stroock maintains written records of the time expended by attorneys and paraprofessionals in the rendition of their professional services to the Committee. Such time records were made contemporaneously with the rendition of services by the person rendering such services and in the ordinary course of Stroock’s practice, and are presented in compliance with Delaware Local Rule 2016-2(d) amended effective as of February 1, 2001. A compilation showing the name of the attorney or paraprofessional, the date on which the services were performed, a description of the services rendered, and the amount of time spent in performing the

services during the Third Monthly Period is annexed hereto as Exhibit "B". In addition, Exhibit "C" hereto contains a summary of the hours expended by each of the attorneys and paraprofessionals during the Third Monthly Period, their normal hourly rates, and the value of their services.

13. Stroock also maintains records of all actual and necessary out-of-pocket expenses incurred in connection with the rendition of its professional services, all of which are also available for inspection. A schedule of the categories of expenses and amounts for which reimbursement is requested is annexed hereto as Exhibit "D". Also included within Exhibit "D" is an itemization of each expense incurred within each category.

14. Stroock respectfully submits that the professional services that it rendered on behalf of the Committee were necessary and have directly benefited the creditor constituents represented by the Committee and have contributed to the effective administration of these cases.

15. The following summary of the services rendered during the Third Monthly Period is not intended to be a detailed description of the work performed, as those day-to-day services and the time expended in performing such services are fully set forth in Exhibit "B". Rather, it is merely an attempt to highlight certain of these areas in which services were rendered to the Committee, as well as to identify some of the problems and issues to which Stroock was required to direct its attention immediately.

(i) Case Administration/General – Category 0002

16. During the Third Monthly Period, Stroock attended to the preparation of a revised form of the Committee's By-Laws, solicited comments from the Committee regarding the amended form of By-Laws, and circulated draft modifications to the Committee. Stroock also

assisted in the preparation of the final form of a confidentiality agreement to be executed by the Committee's financial consultant, FTI/Policano & Manzo ("FTI P&M").

17. Stroock reviewed each of the motions filed by the Debtors or other parties with the Court during this Third Monthly Period, drafted memoranda to the Committee summarizing the relief requested by them, analyzed the legal issues, where appropriate, and provided recommendations on the motions to the Committee. With respect to those matters, Stroock continued to negotiate the issues or forms of proposed orders, as applicable, with the Debtors and other parties on behalf of the Committee, to resolve those matters consensually, if possible, and thus avert the need and expense of filing responsive pleadings.

18. During this Third Monthly Period, Stroock also coordinated the Committee's meeting and conference calls, and worked closely with the Committee's financial consultant, FTI P&M, to assist the Committee. Stroock has expended 19.8 hours on this category for a fee of \$6,386.00.

(ii) Fee Application/Monthly Billing Reports -- 0003

19. During the Third Monthly Period, Stroock prepared its Second Fee Application including a narrative section summarizing the services rendered during that period by Stroock and compiled and attached expense schedules. Stroock also prepared on behalf of the Committee an application seeking reimbursement for the out-of-pocket expenses incurred by certain members of the Committee. Stroock has expended 36.3 hours on this category for a fee of \$8,712.50.

(iii) Review of Other Professionals' Fee Application -- Category 0004

20. In connection with this matter, Stroock assisted FTI/P&M in the final preparation of FTI P&M's fee application.

(iv) Asbestos Litigation – Category 0005

21. The Debtors state that their Chapter 11 filings were precipitated by a substantial and unexpected increase in the number of asbestos cases filed against the Debtors, as well as the recent commencement of cases asserting new theories of asbestos-related liability against them. Given the fundamental importance of the asbestos claims-related matters to these cases, Stroock attorneys continued, during the Third Monthly Period, to thoroughly review the various pleadings filed both by and against the Debtors in these Chapter 11 cases, including those which may impact on the conduct of related asbestos actions against non-debtor third parties, and those which may impact upon the process for, and determination of, the amount and validity of asbestos-related claims against the Debtors' estates.

22. More specifically, during the Third Monthly Period, Stroock reviewed the Debtors' motion to modify the preliminary injunction previously granted by the Court and the objections filed thereto, and prepared for the Court hearing on those matters. Stroock also continued its review of proof of claim, bar date, and notice, forms and procedures approved in other major cases with substantial asbestos or other tort liabilities, in preparation for its upcoming review of the same issues in these Chapter 11 cases. Towards the latter part of this period, the Debtors filed an extensive motion seeking entry of a case management order providing for the establishment of a proposed schedule and process to determine the validity of asbestos claims against the Debtors' estates, and entry of an order providing for the establishment of a bar date and approving special proof of claim and notice procedures to be utilized in these cases, and a memorandum in support thereof. Stroock began its review of the Debtors' case management/bar date motion at the close of the Third Monthly Period.

23. In addition, during the Third Monthly Period, Stroock reviewed the joint motion filed by the asbestos property damage committee and the asbestos personal injury committee (the "Asbestos Committees' Joint Motion") seeking authority to prosecute, on behalf of the estates, fraudulent transfer claims against the Debtors, prepared a memorandum for the Committee on the Asbestos Committees' Joint Motion and began to analyze various issues arising with regard thereto. Following discussions with the Committee on the Committee's position in response to the Joint Motion, Stroock began to prepare a response in opposition to the Joint Motion.

24. Stroock also continued its analysis and discussions with the Committee with respect to its retention of experts to assist the Committee and the Court in evaluating the numerous issues surrounding the validity and quantification of asbestos-related claims in these cases.

25. Stroock has expended 82.2 hours on this category for a fee of \$32,013.00.

(v) **Retention of Professionals - Category 0006**

26. During the Third Monthly Period, Stroock, continued to work together with the Debtors and representatives of The Blackstone Group to ultimately reach a consensual resolution of the Committee's concerns with respect to the proposed terms of the Debtors' retention and compensation of The Blackstone Group, as their financial advisors.

27. In addition, Stroock reviewed and summarized for the Committee the terms of the proposed retention by the Debtors of various professionals, including Wallace, King Marraro & Branson PLLC; Holme, Roberts & Owen LLP; and Nelson Mullins Riley & Scarborough, LLP, and by the asbestos property damage committee's retention of Ferry & Joseph, P.A., and raised with the Debtors and the property damage committee any concerns the Committee had with respect to the terms of such professionals retention.

28. Stroock has expended 9.7 hours on this category for a fee of \$3,542.50.

(vi) Creditors Committee Meetings/Conferences - Category 0007

29. Stroock held two conference calls with the members of the full Committee during the Third Monthly Period, whereon the Committee discussed, among other matters, the Debtors' proposed key employee retention programs, the assumption of certain senior management employment agreements, the Asbestos Committees' Joint Motion to prosecute fraudulent transfer claims and the Debtors' proposed acquisition of a french based specialty chemical company. In order to keep the Committee fully informed of the pending matters in these cases, and thus enable the Committee to take informed positions on issues, Stroock reviewed and summarized each of the motions filed by the Debtors and other parties in interest in these cases, raised issues the Committee should be aware of, and made recommendations to the Committee concerning appropriate actions to be taken with regard to the motions.

30. Prior to each conference call with the Committee, Stroock prepared and circulated an agenda of the matters to be discussed, reviewed each pending matter, and all underlying documentation in connection therewith. Thereafter, Stroock discussed each of these matters with the Committee and assisted the members in formulating a position thereon. Through these telephone conference meetings and correspondence, Stroock has assisted the Committee in fulfilling its statutory duties to make informed decisions regarding the various issues which have already arisen in these cases and to monitor closely the Debtors' management of these estates.

31. Stroock also continued to discuss with the Debtors and with members of the Committee a revised version of the Committee's By-Laws, and prepared and circulated modified forms thereof.

32. Stroock has expended 63.5 hours on this category for a fee of \$23,685.00.

(vii) Court Hearings - Category 0008

33. There was one hearing before the Court during the Third Monthly Period during which the Court heard argument on the Debtors' motion to modify the preliminary injunction and the various objections filed thereto, and the Court was presented with the consensual resolution of certain of the Debtors' first day motions, which had been the subject of objection and on-going discussion. Stroock attended and actively participated, as necessary, in the hearings before the Court.

34. Stroock has expended 8.2 hours on this category for a fee of \$4,485.00.

(viii) Executory Contracts/License Agreements – Category 0011

35. During the Third Monthly Period, Stroock reviewed the Debtors' motion seeking to settle claims, and enter into a new agreement, with Zhagrus Environmental Inc., a member of the Committee, and the Debtors' motion proposing omnibus procedures for settlement of certain non-asbestos related claims. These proposed omnibus procedures provided for settlement of claims according to a two-tiered system of claims classification, based on the proposed amount of the settled claim, with different kinds of notice provided to third parties, including the Committee. Stroock reviewed the Zhagrus settlement motion and the omnibus claims settlement procedures motion, prepared memoranda describing and making recommendations to the Committee as to them, and began to engage the Debtors in discussions to achieve appropriate modifications to the proposed claims settlement procedures. Ultimately, the information requested with respect to the Zhagrus settlement motion was obtained and the Committee's concerns with respect to the proposed omnibus settlement procedures were consensually resolved.

36. During the Third Monthly Period, Stroock also began to review the motion of certain former employees of the Debtors seeking reimbursement from the estates, as administrative expenses, of legal fees and expenses incurred prepetition and postpetition in defense of an administrative proceeding brought against the former employees by the United States Securities and Exchange Commission, and began to review the legal issues raised by the motion.

37. Stroock has expended 8.5 hours on this category for a fee of \$2,237.50.

(ix) Sales of Assets – Category 0015

38. At the end of the Third Monthly Period, the Debtors filed a motion seeking to establish procedures to abandon or sell certain assets that it deemed *de minimis*. During this period, Stroock began a review of this motion on behalf of the Committee.

39. In addition, the Debtors informed FTI P&M and Stroock that they wanted to acquire a specialty chemical company located in Europe. Stroock discussed the proposed acquisition with FTI P&M, provided comment to FTI P&M on an analysis it was preparing on the acquisition and discussed the matter with the Committee.

40. Stroock has expended 3.1 hours on this category for a fee of \$1,405.00.

(x) Erisa Issues – Category 0020

41. During the Third Monthly Period, the Committee consensually concluded various employee-related matters that had been the subject of extensive review, analysis and discussion by Stroock and FTI P&M with the Debtors since the beginning of these cases. These matters included: (a) the relief sought in the extensive first day motion (the “Benefits Motion”) and obtained from the Court in a first day order (the “Benefits Order”) authorizing the Debtors to continue to pay their current, as well as former employees, independent contractors and directors,

pre-petition employee benefits and severance pay; (b) approval for certain key employee retention programs, including change of control programs for the Debtors' senior executives, interim approval for which had already been granted by the Court; and (c) the Debtors' request for authorization to assume employment agreements with eight of their senior executives.

42. More specifically during this period, Stroock continued to review and analyze additional documentation relevant to the employee benefit-related issues under discussion and continued to engage the Debtors in discussions over the Debtors' various key employee retention programs and executive employment agreements. After the Committee reached a consensual resolution with the Debtors on these matters, Stroock thoroughly reviewed each of the forms of orders prepared and circulated by the Debtors and provided comment thereon. The employee benefit-related orders were submitted and approved by the Court.

43. Stroock has expended 19.1 hours on this category for a fee of \$8,417.50.

IV. FACTORS TO BE CONSIDERED IN AWARDING ATTORNEYS' FEES

44. The factors to be considered in awarding attorneys fees have been enumerated in In re First Colonial Corp. of America, 544 F.2d 1291, 1298-99 (5th Cir. 1977), reh'g denied, 547 F.2d 573, cert. denied, 431 U.S. 904; these standards have been adopted by most courts. Stroock respectfully submits that a consideration of these factors should result in this Court's allowance of the full compensation sought.

(A) The Time and Labor Required. The professional services rendered by Stroock on behalf of the Committee have required the expenditure of substantial time and effort, as well as a high degree of professional competence and expertise, in order to deal with the many complex issues encountered by the Committee with skill and dispatch. Occasionally, Stroock has been required to perform these services under significant time constraints requiring work late into

the evening and on weekends. The services rendered by Stroock were performed efficiently, effectively and economically.

(B) The Novelty and Difficulty of Questions. Novel and complex issues have already arisen in the course of these Chapter 11 cases, and it can be anticipated that other such issues will be encountered. In this case, as in many others in which the firm is involved, Stroock's effective advocacy and creative approach have helped clarify and resolve such issues and will continue to prove beneficial.

(C) The Skill Requisite to Perform the Legal Services Properly. Stroock believes that its recognized expertise in the area of corporate reorganization, its ability to draw from highly experienced professionals in other areas of Stroock's practice, and its creative approach to the resolution of issues, are and will continue to contribute to the maximization of the distributions to the Debtors' unsecured creditors.

(D) The Preclusion of Other Employment by Applicant Due to Acceptance of the Case. Due to the size of Stroock's insolvency department, Stroock's representation of the Committee has not precluded its acceptance of new clients. However, the volume of the matters needing attention on a continuing basis has required several of the attorneys to commit significant portions of their time to these cases.

(E) The Customary Fee. The fee sought herein is based upon Stroock's normal hourly rates for services of this kind. Stroock respectfully submits that the fee sought herein is not unusual given the magnitude and complexity of these cases and the time expended in attending to the representation of the Committee,

and is commensurate with fees Stroock has been awarded in other cases, as well as with fees charged by other attorneys of comparable experience.

(F) Whether the Fee is Fixed or Contingent. Pursuant to §§ 330 and 331 of the Bankruptcy Code, all fees sought by professionals employed under § 1103 of the Code are contingent pending final approval by this Court, and are subject to adjustment dependent upon the services rendered and the results obtained.

(G) Time Limitations Imposed by Client or Other Circumstances. As already indicated, Stroock has been required to attend to the various issues arising in these cases. Occasionally, Stroock has had to perform those services under significant time constraints requiring attorneys assigned to these cases to work evenings and on weekends.

(H) The Amount Involved and Results Obtained. Through the efforts of Stroock, the Committee has been an active participant in these Chapter 11 cases from the very first days of its formation, and its assistance, as well as constructive criticism, has greatly contributed to the efficient administration of these cases.

(I) The Experience, Reputation and Ability of the Attorneys. Stroock has one of the largest and most sophisticated insolvency practices in the nation and has played a major role in numerous cases of national import including: Acme Metals, Inc., Hillsborough Holdings Corporation, Laclede Steel Company, Gulf States Steel, Inc. of Alabama, The LTV Corporation, Wheeling-Pittsburgh Steel Corporation, Allis-Chalmers Corporation, The Charter Company, Federated Department Stores, G. Heileman Brewing Company, Inc., Burlington Motor Holdings, Inc., Metallurg, Inc., Forstmann & Company, Inc., Barneys, Inc.,

Fruehauf Trailer Corporation, Levitz Furniture Incorporated, The Columbia Gas System, Inc., JWP, Inc., Planet Hollywood International and Anchor Glass Container Corporation. Stroock's experience enables it to perform the services described herein competently and expeditiously. In addition to its expertise in the area of corporate reorganization, Stroock has already frequently called upon the expertise of its partners and associates in the litigation and ERISA areas to perform the wide ranging scope of the legal work necessitated by these cases.

(J) The "Undesirability" of the Case. These cases are not undesirable, but as already indicated, have required a significant commitment of time from several of the attorneys assigned hereto.

(K) Nature and Length of Professional Relationship. As described above, Stroock has been actively rendering services on behalf of the Committee as necessary and appropriate from April 12, 2001 through to the present.

V. ALLOWANCE OF COMPENSATION

45. The professional services rendered by Stroock required a high degree of professional competence and expertise so that the numerous issues requiring evaluation and determination by the Committee could be addressed with skill and dispatch and have, therefore, required the expenditure of substantial time and effort. It is respectfully submitted that the services rendered to the Committee were performed efficiently, effectively and economically, and the results obtained to date have benefited the Debtors' unsecured creditor body as a whole and the Debtors' estates.

46. With respect to the level of compensation, § 330 of the Bankruptcy Code provides, in pertinent part, that the Court may award to a professional person (including attorneys for a creditors' committee): "Reasonable compensation for actual necessary services

rendered by [such] . . . professional person. 11 U.S.C. § 330. Section 330 further states that the court should take into consideration, inter alia, the nature, extent, and value of services performed, as well as the cost of comparable services other than in a case under this title. Id. The clear Congressional intent and policy expressed in this statute is to provide for adequate compensation in order to continue to attract qualified and competent bankruptcy practitioners to bankruptcy cases.

47. The total time spent by Stroock attorneys and paraprofessionals during the Third Monthly Period was 251.3 hours. Such services have a fair market value of \$91,019.00. The work involved, and thus the time expended, was carefully assigned in light of the experience and expertise required for a particular task.

48. As shown by this Application and supporting documents, Applicant spent its time economically and without unnecessary duplication of time. Attached hereto as Exhibit "C" are summaries of the hours expended by the attorneys and paraprofessionals during the Third Monthly Period, their normal hourly rates, and the value of their services.

49. In addition, Stroock incurred actual out-of-pocket expenses in connection with the rendition of the professional services to the Committee in the sum of \$10,458.14 for which Stroock respectfully requests reimbursement in full.

50. The disbursements and expenses have been incurred in accordance with Stroock's normal practice of charging clients for expenses clearly related to and required by particular matters. Such expenses were often incurred to enable Stroock to devote time beyond normal office hours to matters, which imposed extraordinary time demands. Stroock has endeavored to minimize these expenses to the fullest extent possible.

51. Stroock's billing rates do not include charges for photocopying, telephone and telecopier toll charges, computerized research, travel expenses, "working meals", secretarial overtime, postage and certain other office services, because the needs of each client for such services differ. Stroock believes that it is fairest to charge each client only for the services actually used in performing services for it. Stroock has endeavored to minimize these expenses to the fullest extent possible.

52. Stroock charges \$.10 per page for in-house photocopying services, with respect to computerized research services Stroock charges the actual cost from the vendor, and \$1.00 per page for out-going facsimile transmissions. Stroock does not charge for incoming facsimiles.

53. No agreement or understanding exists between Stroock and any other person for the sharing of any compensation to be received for professional services rendered or to be rendered in connection with these cases.

54. Stroock has reviewed the requirements set forth in Delaware Local Rule 2016-2, entitled "Motion for Compensation and Reimbursement of Expenses," and believes that this application for interim compensation and reimbursement of expenses is fully in compliance with the rules set forth therein.

55. No prior application has been made in this or in any other Court for the relief requested herein for the Third Monthly Period.

WHEREFORE, Stroock respectfully requests, pursuant to the Administrative Fee Order:

- (a) the allowance of compensation for professional services rendered to the Committee during the period from June 1, 2001 through and including June 30, 2001 in the amount of \$91,019.00;

- (b) the reimbursement of Stroock's out-of-pocket expenses incurred in connection with the rendering of such services during the period from June 1, 2001 through and including June 30, 2001 in the amount of \$10,458.14; and
- (c) authorizing and directing the Debtor to pay as interim compensation to Stroock 80% of the amount of the professional services rendered and 100% of the expenses incurred by Stroock during the period from June 1, 2001 through and including June 30, 2001, subject to final payment of the full amount; and
- (d) granting such other and further relief as this Court may deem just and proper.

Dated: New York, New York
July 27, 2001

STROOCK & STROOCK & LAVAN LLP



Lewis Kruger (LK4512)

A Member of the Firm

180 Maiden Lane

New York, New York 10038-4982

(212) 806-5400

Co-Counsel for the Official Committee of
Unsecured Creditors of W. R. Grace & Co., et al.

EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: W.R. GRACE & CO., <u>et al.</u> Debtors.)))))	Chapter 11 Case No. 01-01139 (JJF) Jointly Administered
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AFFIDAVIT

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

LEWIS KRUGER, being duly sworn, deposes and says:

1. I am a member of the firm of Stroock & Stroock & Lavan LLP ("Stroock"), which firm maintains offices for the practice of law at 180 Maiden Lane, New York, New York 10038-4982. Stroock has acted as counsel to and has rendered professional services on behalf of the Official Committee of Unsecured Creditors (the "Committee") of W. R. Grace & Co., and sixty-one of its domestic subsidiaries and affiliates which are debtors and debtors-in-possession before this Court.

2. This affidavit is submitted pursuant to Bankruptcy Rule 2016(a) in support of Stroock's third monthly application for an interim allowance of compensation and for the reimbursement of expenses for services rendered during the period from June 1, 2001 through and including June 30, 2001 in the aggregate amount of \$101,477.14.

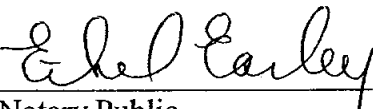
3. All services for which compensation is requested by Stroock were professional services performed for and on behalf of the Committee from June 1, 2001 through and including June 30, 2001 and not on behalf of any other person.

4. In accordance with Title 18 U.S.C. Section 155, neither I nor any member or associate of my firm has entered into any agreement, express or implied, with any other party-in-interest for the purpose of fixing the amount of any of the fees or other compensation to be allowed out of or paid from the Debtors' assets.

5. In accordance with Section 504 of the Bankruptcy Code, no agreement or understanding exists between me, my firm, or any member or associate thereof, on the one hand, and any other person, on the other hand, for division of such compensation as my firm may receive for services rendered in connection with these cases, nor will any division of fees prohibited by Section 504 of the Bankruptcy Code be made by me or any partner or associate of my firm.


LEWIS KRUGER

Sworn to before me this
27th day of July, 2001


Notary Public

ETHEL EARLEY
Notary Public, State of New York
No. 03-4650662
Qualified in Bronx County
Commission Expires March 30, 2003

ETHEL EARLEY
Notary Public, State of New York
No. 03-4650662
Qualified in Bronx County
Commission Expires March 30, 2003

EXHIBIT B

STROOCK & STROOCK & LAVAN LLP
180 Maiden Lane
New York, NY 10038

W R Grace & Co

July 26, 2001

FOR PROFESSIONAL SERVICES RENDERED and
disbursements incurred for the period through June 30, 2001 in
connection with the following matters:

Matter Code		Hours	Fees
0002	General Case Administration	19.8	6,386.00
0003	Fee Application/Monthly Billing Reports	36.3	8,712.50
0004	Review of Other Professionals Fee Application	0.9	135.00
0005	Asbestos Litigations	82.2	32,013.00
0006	Retention of Professionals	9.7	3,542.50
0007	Creditors Committee Issues/Conferences	63.5	23,685.00
0008	Court Hearings	8.2	4,485.00
0011	Executory Contracts/License Agreements	8.5	2,237.50
0015	Sale of Assets	3.1	1,405.00
0020	Erisa Issues	19.1	8,417.50
	Total	251.3	91,019.00

STROOCK & STROOCK & LAVAN LLP
180 Maiden Lane
New York, NY 10038

July 26, 2001
Invoice: 238429

W R Grace & Co
7500 Grace Drive
Columbia, MD 21044-4098

FOR PROFESSIONAL SERVICES RENDERED in the captioned matter for the period through June 30, 2001, including:

**RE: General Case Administration
699842. 0002**

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
06/01/2001	Office conferences RS re calendar matters including Committee's motion for reconsideration, notice of fee application and telephone call Lastowski re notice of application (.6).	Krieger, A.	0.6
06/01/2001	Review drafts of orders and correspondence re preliminary injunction (.2), o/c R. Serrette regarding schedules and FTI (.2). Review Blackstone retention order draft and fax comments re same (.5).	Raskin, R.	0.9
06/04/2001	Review pleadings (.1); distribution of same (.2); edits to contact lists (.2).	Serrette, R.	0.5
06/05/2001	Numerous telephone calls M. Lastowski, J. Meyers and office conferences RS re noticing procedures (.9).	Krieger, A.	0.9
06/05/2001	Conference with A. Krieger re Wells Fargo (.1); set up Committee conference call (.2); review contact list (.2).	Serrette, R.	0.5
06/06/2001	Memos to Committee members regarding conference call (.1); Memos from and to C. MacCullum re corporate analysis of Lockhart & Norris agreements and reviewed same (.4); office conferences A. Taruschio re Blackstone order, lease rejection memorandum, memorandum on other pending motions (.3).	Krieger, A.	0.8
06/07/2001	Review Notice of Certificate of no objection at A.	Serrette, R.	0.4

	Krieger's request (P&M an Duane Morris) (.2); telephone conferences with SD. Hollinghead re same (.2).		
06/08/2001	Telephone call with Lafel of Kempner (bought bank debt) and update on status.	Kruger, L.	0.4
06/11/2001	Office conference with R. Raskin; telephone call with D. Bernick of Kirkland & Ellis regarding fraudulent transfer issue and approach to litigation or resolution.	Kruger, L.	0.4
06/11/2001	T/c L. Kruger re payment on guarantee (.2), Conf. call Kruger and David Bernick (.5).	Raskin, R.	0.7
06/12/2001	Telephone call Rod Thomas re creditor inquiry (.5); telephone call R. Raskin re By-Law revisions and preparation of Committee member acknowledgement (.2); telephone call J. Kapp re revised by-laws (.1); prepared form of Committee member acknowledgement (.3); telephone calls Sean Cunningham and then with M. Reed re proposed confidentiality agreement and terms thereof (.9); telephone call R. Higgins re P&M Confidentiality Agreement (.1).	Krieger, A.	0.5
06/12/2001	Tephone call R. Higgins re P&M Confidentiality Agreement (.1); telephone call S. Hollinghead re service of certificates of not objection (.2); correspondence from S.Schwartz re motion (.2).	Krieger, A.	0.5
06/13/2001	Review pleadings and distribute (.2).	Serrette, R.	0.2
06/15/2001	T/c A. Krieger re issues surrounding Zhagrus settlement, (.2), review comments to confidentiality agreements (.2), t/c L. Kruger re issues related to asbestos (.1).	Raskin, R.	0.5
06/18/2001	Review of asbestos property damage committee response to debtors' omnibus claim and litigation procedure motion.	Kruger, L.	0.3
06/18/2001	Update of Critical Date Calendar including main case docket; Adv Pro docket and time line on Asbestos claims litigation.	Serrette, R.	2.5
06/19/2001	Review new pleading regarding Asbestos Committee objection to debtors removal motion (.2 hrs); review critical dates calendar (.2 hrs); review objection regarding omnibus procedures (.4 hrs).	Taruschio, A.	0.8
06/20/2001	Update critical date calendar; organized files according to docket# to be circulated to Moshe Sasson.	Bent, T.	1.0

06/20/2001	Further office conferences S. Schwartz re Wallace King order, employee benefits order, appointment of equity Committee (.7); memo re appointment of equity committee (.1).	Krieger, A.	0.8
06/20/2001	T/c A. Krieger re confidentiality and proposed sale. T/c K. Pasquale re hearing (.1), email Lastowski re hearing (.2), review memo to committee re pending motions (.2), review motion to commence fraudulent conveyance claims (.2).	Raskin, R.	0.7
06/20/2001	Review of filed pleadings and update critical date calendar (.4); assisted in the preparation for June 21 hearing (.3).	Serrette, R.	0.7
06/20/2001	Telephone and draft supplemental conflicts affidavit (2.2 hrs); review pleadings for A. Krieger regarding objections to pending motions (.4 hrs).	Taruschio, A.	2.6
06/21/2001	Updated W.R. Grace critical date calendar.	Bent, T.	0.5
06/21/2001	Review pending motions (.2 hrs); telephone call to debtor's counsel regarding prepetition claims (.2 hrs).	Taruschio, A.	0.4
06/25/2001	Review docket (.2); review certificate of no objection (SSL Fees) and edits to same (.4); conference with A. Krieger re same (.1).	Serrette, R.	0.7
06/27/2001	O/c re asbestos committee motion (.3), review motion for indemnity (.3), o/c A. Krieger re same (.2).	Raskin, R.	0.8
06/29/2001	T/c J Kapp re motion to indemnify (.2)	Raskin, R.	0.2

Summary of Hours

	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Bent, Tamika	1.5	\$ 55	\$ 82.50
Krieger, Arlene	4.1	425	1,742.50
Kruger, Lewis	1.1	650	715.00
Raskin, Robert	3.8	550	2,090.00
Serrette, Rosemarie	5.5	150	825.00
Taruschio Anna	3.8	245	931.00

Total For Professional Services Rendered	\$ 6,386.00
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Total for this Matter	\$ 6,386.00
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RE: **Fee Application/Monthly Billing Reports**
699842. 0003

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
06/01/2001	Correspondence from Bilzen re amended ordinary course professionals list (.1); office conference RS and then telephone call M. Lastowski re reviewed notice and process on professionals monthly fee applications (.5).	Krieger, A.	0.6
06/04/2001	Conference with A. Krieger re service of Amended Notice of fee application filing (.1); conference with J. Weiss (DM) re procedure (.1).	Serrette, R.	0.2
06/05/2001	Reviewed Amended Notice of Fee Application (.1); conferences with A. Krieger re same (.2).	Serrette, R.	0.3
06/06/2001	Further review of Notice (.2); conference with A. Krieger re same (.1); distribute (.3); draft Affidavit of service (.3).	Serrette, R.	0.9
06/11/2001	Review of time entries for May 2001 in preparation for Second Fee Application.	Serrette, R.	1.0
06/15/2001	Begin drafting second interim fee application (2.9 hrs); office conference with R. Serrette regarding same (.5 hrs).	Taruschio, A.	3.4
06/18/2001	Draft second interim fee application (3.9 hrs).	Taruschio, A.	3.9
06/19/2001	Draft fee application (2.7 hrs).	Taruschio, A.	2.7
06/20/2001	Review time records for preparation of May fee application (1.0).	Krieger, A.	1.0
06/21/2001	Draft application for reimbursement of Committee member expenses; review of submitted expenses.	Serrette, R.	2.3
06/22/2001	Review of Committee expense application and edits to same (.2).	Serrette, R.	0.2
06/25/2001	Complete review of time records in preparation of fee application, and office conference RS re same (1.6).	Krieger, A.	1.6
06/25/2001	Review and revise SSL's draft second fee application.	Krieger, A.	1.0
06/25/2001	Review and edit fee summaries (.2); edits to text of application (.2); conference with A. Krieger re same (.1); edits to cover page (.2); review and revise	Serrette, R.	2.0

Committee expense application and expense forms
(1.3).

06/26/2001	Review May fee statement in preparation for fee application	Serrette, R.	0.9
06/27/2001	Review and revise fee application.	Serrette, R.	3.0
06/28/2001	Review and revise SSL's draft second fee application.	Krieger, A.	3.0
06/28/2001	Review time entries in preparation for filing second fee application (1.3); conference with A. Krieger re same (.1).	Serrette, R.	1.4
06/29/2001	Memos from and to S. Hollinghead re Policano & Manzo fee application and office conference RS re same (.3); office conference RS re preparation of SSL fee application (.2).	Krieger, A.	0.5
06/29/2001	Review draft fee application	Raskin, R.	0.5
06/29/2001	Review and revise committee expense application; prepare for filing; review and revise second fee application; conference with A. Krieger re same; conference with S. Hollinghead (DM) re filing and service of P&M fee application; review same.	Serrette, R.	5.9

Summary of Hours

	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Krieger, Arlene	7.7	\$ 425	\$ 3,272.50
Raskin, Robert	0.5	550	275.00
Serrette, Rosemarie	18.1	150	2,715.00
Taruschio Anna	10.0	245	2,450.00

Total For Professional Services Rendered	\$ 8,712.50
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Total for this Matter	<u>\$ 8,712.50</u>
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RE: **Review of Other Professionals Fee Application**
699842. 0004

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
06/28/2001	Conference with Craig McCullen (FTI M&P) re fee application.	Serrette, R.	0.9

<u>Summary of Hours</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Serrette, Rosemarie	0.9	\$ 150	\$ 135.00

Total For Professional Services Rendered	\$ 135.00
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Total for this Matter	<u>\$ 135.00</u>
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RE: **Asbestos Litigations**
699842. 0005

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
05/09/2001	T/c K. Pasquale re: research issue; research PA workers comp., law., draft memo to L. Kruger re: same.	Sasson, M.	1.2
06/01/2001	Review Debtors motion to modify the preliminary injunction and office conferences KP re same (1.2).	Krieger, A.	1.2
06/01/2001	Attention to debtors' motion to extend litigation injunction (.7)	Pasquale, K.	0.7
06/04/2001	Memos to and from K. Pasquale re 6/21 hearing (.2).	Krieger, A.	0.2
06/04/2001	Telephone call with Jane Bear of Kirkland & Ellis regarding further injunctive relief.	Kruger, L.	0.2
06/05/2001	Attention to debtors' motion to modify preliminary injunction (.4)	Pasquale, K.	0.4
06/06/2001	Attention to debtors' motion for authority to retain asbestos experts (.4)	Pasquale, K.	0.4
06/11/2001	Review Debtors' scheduling order re asbestos claims litigation and office conference K. Pasquale re same (.5).	Krieger, A.	0.5
06/12/2001	Review debtors' proposal for the management and scheduling of asbestos claims.	Kruger, L.	0.6
06/12/2001	Review litigation/bankruptcy files from Dow Corning bankruptcy.	Sasson, M.	5.5
06/13/2001	Continued reviewing litigation/bankruptcy/filing in Dow Corning, Babcock & Wilcox case.	Sasson, M.	2.5
06/14/2001	Continued review litigation/bankruptcy filing in Dow Corning, Babcock & Wilcox case.	Sasson, M.	1.5
06/18/2001	Memos to and from K. Pasquale re Asbestos Committees motion re prosecution of fraudulent conveyance suit.	Krieger, A.	0.2
06/18/2001	Attention to fraudulent transfer claims v. Fresenius; Sealed Air; proper party plaintiff; asbestos' committees' motion to prosecute (2.0)	Pasquale, K.	2.0

06/18/2001	Attend Asbestos Bankruptcy Conference in Philadelphia, PA.	Sasson, M.	10.0
06/18/2001	T/c K. Pasquale re: asbestos committee's motion to prosecute fraudulent transfer actions.	Sasson, M.	0.3
06/19/2001	Review asbestos committee joint motion re prosecution of fraudulent conveyance claims and notes thereon (.4).	Krieger, A.	0.4
06/19/2001	Attend Asbestos Bankruptcy Conference in Philadelphia, PA.	Sasson, M.	8.0
06/20/2001	Review various motions and objections re: debtors motion to extend stay, asbestos plaintiffs re: fraudulent transfers, fraudulent transfer complaint; outline deposition.	Sasson, M.	5.5
06/20/2001	Telephone conference with M. Sasson re pleadings and responses to motion for preliminary injunction (.2); work re same (.5).	Serrette, R.	0.7
06/21/2001	Telephone call AT and then office conference RAR re Asbestos Committee's motion re 6/21/01 hearings, fraudulent conveyance claims, scheduling of Committee meeting to discuss 6/21/01 hearings, and proposed acquisition.	Krieger, A.	0.5
06/21/2001	Office conference with R. Raskin regarding asbestos committee's motion to commence fraudulent transfer litigation and creditor committee meeting to consider it.	Kruger, L.	0.3
06/21/2001	Attention to asbestos committees' motion to prosecute avoidance claims and possible responses (1.5); telephone conference P. Lockwood re same and extension of time (.3); attention to pleadings on debtors' preliminary injunction motions (1.0)	Pasquale, K.	2.8
06/21/2001	T/c T. Maher re conference call of the committee related to motion filed by Asbestos committees (.3), T/c K. Pasquale re same (.2), review pleadings and preparation for hearing re preliminary injunction and misc issues (1.4).	Raskin, R.	1.9
06/21/2001	Draft summary of motion to Creditors Committee (.5); o/c K. Pasquale re: motion (1.0); continued drafting outline of opposition to asbestos plaintiffs re: fraudulent transfers (2.0).	Sasson, M.	3.5
06/21/2001	Telephone call with A. Krieger and T. Maher regarding asbestos committee motion (.2 hrs); set up conference call regarding same (1.0 hrs).	Taruschio, A.	1.2

06/22/2001	T/c T. Maher re issues related to Asbestos claimants' motion (.2).	Raskin, R.	0.2
06/25/2001	Telephone calls RAR re court hearing on preliminary injunction motion (.1); extended meeting with K. Pasquale, RAR, M. Sasson re Committee response to Asbestos Committee's motion to prosecute the fraudulent conveyance claims (1.0); review draft memorandum to the Committee re fraudulent conveyance actions and joint motion and office conference RAR and then M. Sasson re same (.5); telephone call B. Katchen re response to Asbestos Committee's fraudulent conveyance motion (.3).	Krieger, A.	1.9
06/25/2001	Office conference with R. Raskin and K. Pasquale regarding asbestos issues, fraudulent transfer issue and debtors' position on both issues.	Kruger, L.	0.4
06/25/2001	Office conference R. Raskin, M. Sasson, A. Krieger re asbestos' committees' motion to prosecute fraudulent transfer claims (.8); consideration of same (.6)	Pasquale, K.	1.4
06/25/2001	O/c regarding asbestos committee's motion to commence litigation with Krieger, Pasquale et al (.8)l, conf. call L. Kruger and T. Maher re recommendation (.3), t/c counsel to Grace re issues related to litigation and extension of time, review draft memo to committee and call to M. Sasson re comments to same.	Raskin, R.	1.5
06/25/2001	Outline issues raised by asbestos committee motion (1.2); o/c K. Pasquale, R. Raskin, A. Krieger re: motion by asbestos committees (1.2); review underlying action; revise memo to committee; circulate memo; revise as per comments (2.0).	Sasson, M.	4.4
06/26/2001	Memo from RAR re prosecution of the fraudulent conveyance claims (.1).	Krieger, A.	0.1
06/26/2001	Attention to Fresnius/Sealed Air fraudulent transfer issues (1.0)	Pasquale, K.	1.0
06/26/2001	T/c D. Bernick re asbestos issues (.2), email regarding conversation with Bernick (.3).	Raskin, R.	0.5
06/26/2001	T/c L. Ryan re; motion by asbestos committees; e-mail R. Raskin, K. Pasquale re same.	Sasson, M.	0.5
06/27/2001	O/c K. Pasquale, R. Raskin, A. Krieger re: creditors' committee telephone conference; discuss motion by asbestos committees (2.5); outline opposition to motion (2.0).	Sasson, M.	4.5
06/28/2001	Telephone conference D. Bernick re fraudulent	Pasquale, K.	0.5

transfer issues (.5)

06/28/2001	Conf call Bernick and Pasquale re issues related to asbestos litigation and follow-up t/c Pasquale re same (.7), t/c T. Maher re cap exp issues (.1)	Raskin, R.	0.8
06/28/2001	Research prior actions, committee members, continued drafting opposition to asbestos committee's motion.	Sasson, M.	4.5
06/28/2001	Research listing of Committee member at R. Raskin request for M. Sasson; review Court docket re same .	Serrette, R.	0.7
06/29/2001	Research prior actions, committee members, continued drafting opposition to asbestos committees motion.	Sasson, M.	5.5
06/30/2001	Reviewed Debtor's motion for entry of case management order, establishing bar date, proof of claim forms and notice procedures (1.6).	Krieger, A.	1.6

Summary of Hours

	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Krieger, Arlene	6.6	\$ 425	\$ 2,805.00
Kruger, Lewis	1.5	650	975.00
Pasquale, Kenneth	9.2	475	4,370.00
Raskin, Robert	4.9	550	2,695.00
Sasson, Moshe	57.4	360	20,664.00
Serrette, Rosemarie	1.4	150	210.00
Taruschio Anna	1.2	245	294.00

Total For Professional Services Rendered	\$ 32,013.00
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Total for this Matter	\$ 32,013.00
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RE: Retention of Professionals
699842. 0006

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
06/02/2001	Reviewed debtors' draft motion for procedures to retain experts in connection with the asbestos litigation and prepared comments thereon.	Krieger, A.	0.5
06/04/2001	Review RAR comments to the Blackstone order and telephone calls R. Higgins re same (.4); telephone call Sam Schwartz re requested extension of time to object to FTI P&M's retention and telephone call Ed Ordway re same (.3); telephone call J. Kapp re Blackstone order comments and confidentiality agreements (.3) ; memo to RAR re Jay Kapp conversation on Blackstone order, confidentiality agreements, other (.6);	Krieger, A.	1.6
06/05/2001	Memos to and from RAR, Debtors' counsel re Blackstone retention order (.2).	Krieger, A.	0.2
06/05/2001	Review revised Blackstone order (.3); t/c S. Baena re 328 retention (.1).	Raskin, R.	0.4
06/06/2001	Telephone call S. Schwartz re Manzo retention by the Committee (.1); memo to the Committee re same (.1); memo to M. Lastowski re preparation of certificate of no objection to Policano & Manzo's retention by the Committee (.2); memo to M. Lastowski re retention of asbestos property damage committee counsel pursuant to section 327 of the Code (.2) memos from and to S. Hollinghead (Duane Morris) re form of certificate of no objection (.4).	Krieger, A.	1.0
06/07/2001	Memos from and to S. Hollinghead and office conference RS re certificates of no objection to Committee's retention of Duane Morris, FTI Policano and Manzo, and office conferences RS re same.	Krieger, A.	0.7
06/08/2001	Review Ferry & Joseph order and documents thereon (.2).	Krieger, A.	0.2
06/11/2001	Telephone calls Kevin Neiman re proposed order retaining Bilzin pursuant to 1103 and 330, not section 328 (.2).	Krieger, A.	0.2
06/11/2001	Revise supplemental conflicts affidavit for Stroock(1.1).	Taruschio, A.	1.2
06/14/2001	Review and revise pending motions summary with R.	Taruschio, A.	2.3

Raskin and A. Krieger (4.1 hrs).

06/19/2001	Review Wallace retention order and prepare modifications thereto (.3); telephone call and then correspondence to S. Schwartz re modifications to Wallace King order (.4).	Krieger, A.	0.7
06/20/2001	Correspondence from Sam Schwartz re revised Wallace King retention order and office conference RAR re same (.1); review Asbestos Committee's objections to Wallace King, expert retention motion, other (.5).	Krieger, A.	0.6
06/25/2001	Memo from C. MacCullum re retention of FTI P&M and office conference RS re same (.1).	Krieger, A.	0.1

Summary of Hours

	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Krieger, Arlene	5.8	\$ 425	\$ 2,465.00
Raskin, Robert	0.4	550	220.00
Taruschio Anna	3.5	245	857.50

Total For Professional Services Rendered \$ 3,542.50

Total for this Matter \$ 3,542.50

RE: Creditors Committee Issues/Conferences
699842. 0007

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
06/01/2001	Review memo summarizing pending motions for committee.	Taruschio, A.	1.1
06/01/2001	Review and revise pending motion summary memo (.5 hrs); review lease rejection notices (.4 hrs).	Taruschio, A.	0.9
06/04/2001	Memo to R. Higgins re Schedule A to the Bank Group confidentiality agreement (.2); telephone call R. Higgins re same and transmittal of section of By-laws on confidentiality provisions (.1).	Krieger, A.	0.3
06/04/2001	Review memo summarizing pending motions (.3), review email from T. Maher re discussions on Norris contract and follow-up with A. Krieger re conf. call of the committee (.5).	Raskin, R.	0.8
06/04/2001	Revise and send motions summary memo (.4 hrs); telephone call with debtor's counsel regarding lease rejection notices and report to AK regarding same (1.3 hrs); draft memo to committee regarding unexpired lease rejection procedures (1.5 hrs).	Taruschio, A.	3.2
06/05/2001	Revised contact list to reflect changes in Committee composition, other revisions (.8); prepare revised memorandum re pending motion (.5); preparation of memorandum to the Committee re June 6, 2001 conference call (.2).	Krieger, A.	1.5
06/05/2001	O/c A. Krieger re confidentiality and first day order issues (.3), Follow-up re confidentiality agreements (.2), t/c J. Kapp re same and issues related to confidentiality (.3), review memo to committee re pending motions (.2).	Raskin, R.	1.0
06/05/2001	Revise and send memo to committee regarding lease rejection notification.	Taruschio, A.	0.5
06/06/2001	Conference call meeting of the Committee re employee-benefit related matters, Debtors' request regarding execution of confidentiality agreements, other and then subsequent telephone call J. Kapp re Committee's position on same (1.3); memos from RAR, T. Maher re Committee's position on confidentiality agreements (.2).	Krieger, A.	1.5
06/06/2001	Office conference with R. Raskin; telephone call with	Kruger, L.	0.3

T. Maher regarding debtor request for confidentiality agreement and issue of change in control in employee bonus program.

06/06/2001	Conf. call of the committee.	Raskin, R.	0.8
06/06/2001	Review material re employment issues in preparation for conf. call (.7), t/c T. Maher re change in control issues (.2), prepare for committee conf. call. (.3).	Raskin, R.	1.2
06/06/2001	Office conference with A. Krieger regarding lease rejection notice (.6 hrs); committee conference call (1.2 hrs); revise summary memo to committee regarding lease rejection (.6 hrs).	Taruschio, A.	2.4
06/07/2001	Review employee orders. T/c R. Higgins re orders.	Raskin, R.	0.3
06/08/2001	Review proposed by-law changes (.2), review email re payment on guarantee and follow-up re same (.2).	Raskin, R.	0.4
06/08/2001	Summarize pending motions for committee.	Taruschio, A.	1.5
06/09/2001	Continue summary of pending motion for committee review.	Taruschio, A.	1.3
06/11/2001	Office conference RAR re Sealed Air Corp's payment of 7 5/4% Notes (.1); memo to RAR re comments to Debtors proposed modification of the By-Laws (.1).	Krieger, A.	0.2
06/11/2001	Draft and revise summary memo of pending motions for committee review(1.1 hrs)	Taruschio, A.	1.1
06/12/2001	Telephone call Rod Thomas re creditor inquiry (.5); telephone call R. Raskin re By-Law revisions and preparation of Committee member acknowledgement (.2); telephone call J. Kapp re revised by-laws (.1); prepared form of Committee member acknowledgement (.3); telephone calls Sean Cunningham and then with M. Reed re proposed confidentiality agreement and terms thereof (.9); telephone call R. Higgins re P&M Confidentiality Agreement (.1).	Krieger, A.	1.6
06/12/2001	T/c L. Kruger re confidentiality and committee status (.2), t/cs A. Krieger re confidentiality and misc. issues (.2).	Raskin, R.	0.4
06/12/2001	Review pending motions and supplemental conflicts affidavit.	Taruschio, A.	1.6
06/13/2001	Telephone calls S. Cunningham and Ed Ordway re confidentiality agreement (1.0); memos from and to RAR re form of Committee member acknowledgement	Krieger, A.	3.5

and revisions to confidentiality section of the By-Laws (.1); memo to J.Kapp re confidentiality issues and form of acknowledgement (.5); conference calls S.Cunningham, Sam Schwartz re P&M confidentiality agreement (.6); e-mails to and from RAR re P&M Confidentiality agreement, by-law proposal (.2); office conference J. Kapp re same (.1); revise form of acknowledgement and prepare comparative form of confidentiality provisions for the committee (.5).

06/13/2001	T/c A. Krieger re confidentiality agreements and misc (.2), t/c T. Maher re same (.2), review letter to debtor (.1), conf. call Krieger and Kapp re confidentiality issues (.2), conf. call Krieger and Cunningham re confidentiality issues (.2), T/c Wells Fargo re issues related to guarantee (.2).	Raskin, R.	1.1
06/13/2001	Office conference with A. Krieger regarding pending motions summaries (.5 hrs); summarize debtors' omnibus settlement procedures motion (3.3 hrs).	Taruschio, A.	3.8
06/14/2001	Telephone call J. Kapp re acknowledgement modifications, July 19 hearing matters (.1); office conference RAR re confidentiality agreement with P&M, committee memo re proposed changes to By-Laws and acknowledgement (.1).	Krieger, A.	0.2
06/14/2001	Review proposed amendment to by-laws and acknowledgement (.2), t/c A. Krieger re same (.2), review memo summarizing pending motions (.4), o/c A. Taruschio re coments to same (.2), conf. call J. Kapp and S. Schwartz re issues related to motions (.2), t/c T. Maher re issues involving pending motions (.2), review memo to committee (.3).	Raskin, R.	1.7
06/14/2001	Review and revise pending motions summary with R. Raskin and A. Krieger (4.1 hrs).	Taruschio, A.	4.1
06/15/2001	Office conference RAR and then AT re revisions to memos re pending motions (.2); memos from and to M. Chehi re revised confidentiality provisions, and office conference RAR re same (.5); correspondence from J. Carter re: Zhagrus Environmental Settlement (.1); conference Ed Ordway, S. Cunningham re company meeting and office conference RAR re same (.5).	Krieger, A.	1.3
06/15/2001	Discussion with A. Krieger regarding pending motion summary (.2 hrs); revise summary and send to committee (.6 hrs); begin drafting pending motions summary III (2.2 hrs).	Taruschio, A.	3.0
06/18/2001	Telephone call M. Chehi re confidentiality provisions (.2) and prepare revised form of same (.3); memos to	Krieger, A.	0.6

	and from AT re memo to Committee re pending matters (.1).		
06/18/2001	Draft/revise new pending motions summary (2.5); telephone call with A. Krieger regarding pending motions (.1).	Taruschio, A.	2.6
06/19/2001	Memo to representatives of members of the Committee re proposed revised confidentiality provisions and acknowledgement (.4); memo from and to W. Teresky re confidentiality provisions (.1).	Krieger, A.	0.5
06/19/2001	Corrections to pending motions summary (.5 hrs).	Taruschio, A.	0.5
06/20/2001	Telephone call S. Cunningham re proposed Grace acquisition and preparation of analysis to discuss with the Committee (.2); office conference RAR re above and status of Committee agreement to revised confidentiality provisions of the By-Laws and the proposed acknowledgement (.1); telephone call Peter Brach re confidentiality provision (.1); memo from and to F. Monaco re confidentiality provision (.1); memo to T. Maher re same (.5); correspondence from J. Akre re confidentiality provisions and memos to J. Akre re same (.4); office conferences A.Taruschio re memorandum to the Committee re pending motions (.2).	Krieger, A.	1.6
06/20/2001	Telephone call with R. Raskin and A. Krieger regarding pending motions summary (.2 hrs); incorporate comments and send summary to committee (.3 hrs).	Taruschio, A.	0.5
06/22/2001	T/c/ J. Kapp re confidentiality issues (.2), t/c K. Pasquale re committee position on motion (.2).	Raskin, R.	0.4
06/22/2001	Set up conference call (.3 hrs); respond to committee member inquiry regarding 327(e) retention (.6 hrs).	Taruschio, A.	0.9
06/24/2001	Respond to email re committee meeting and agenda.	Raskin, R.	0.2
06/25/2001	Office conference RAR re proposed revised language to the confidentiality provisions of the By-Laws and prepare memorandum to James Kapp re (.2); telephone calls P. Brach re confidentiality provisions (.3); telephone call J. Kapp re additional confidentiality provisions (.2); draft additional revision to Article VIII (.2).	Krieger, A.	0.9
06/25/2001	O/c A. Krieger re follow-up on confidentiality issues (.2), t/c J. Kapp re same (.1).	Raskin, R.	0.3
06/26/2001	Numerous memos from and to J. Kapp re confidentiality provisions of the By-Laws of the By-Law	Krieger, A.	1.3

	and modifications thereto (.5); memos to and and form M. Chehi and M. Coventry and P. Brach re revised confidentiality provisions (.3); telephone call P. Brach and Elizabeth Baird re confidentiality provisions (.5).		
06/26/2001	Cnf. call with FTI and Maher re preparation for committee call (.4), t/cs A. Krieger and J. Kapp re confidentiality issues (.4).	Raskin, R.	0.8
06/27/2001	Memos to Peter Brach and Elizabeth Baird re proposed revision to Article VIII (.6); memo from and to R. Higgins re revised Article VIII (.6).	Krieger, A.	1.2
06/27/2001	Conference call meeting of the Committee re Project Peter and position on Asbestos Committee's joint motion to prosecute the fraudulent conveyance claims (1.1); follow-up office conference RAR, KP,MS re same (.5); prepared memo to the Committee re equity holders committee (.3).	Krieger, A.	1.9
06/27/2001	Conference with Creditors' Committee with respect to Equity Committee and to proposed "Peter Project" acquisition, response to asbestos litigants seeking to pursue fraudulent transfer litigation (1.0 hrs); telephone call with T. Maher regarding same (.2 hrs); telephone call with P. Brach and E. Beard of the Bank of America regarding Confidentiality Agreement (.2 hrs).	Kruger, L.	1.4
06/27/2001	Preparation for and conference call with committee re fraudulent transfer issues (1.5)	Pasquale, K.	1.5
06/27/2001	Committee conference call.	Raskin, R.	1.0
06/27/2001	Follow-up re confidentiality issues (.2).	Raskin, R.	0.2
06/28/2001	Memos to and from Peter Brach, Elizabeth Baird re confidential provisions of the By-Laws (.5); office conference LK re Bof A's remaining concerns with confidentiality provision (.3); conference with P. Brach and E. Baird and then follow-up office conference LK re proposed revisions to confidentiality provision to meet concerns (.8); prepare memo to P. Brach and re further revised provisions (.2); memo to R. Higgins re confidentiality provisions (.1).	Krieger, A.	1.9
06/28/2001	Office conference with A. Krieger; then telephone conference call with P. Brach and E. Beard of the Bank of America regarding issues in proposed confidentiality agreement.	Kruger, L.	0.6
06/29/2001	Memos to and from Elizabeth Baird, P. Brach re confidentiality provisions (.1).	Krieger, A.	0.1

Summary of Hours

	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Krieger, Arlene	20.1	\$ 425	\$ 8,542.50
Kruger, Lewis	2.3	650	1,495.00
Pasquale, Kenneth	1.5	475	712.50
Raskin, Robert	10.6	550	5,830.00
Taruschio Anna	29.0	245	7,105.00

Total For Professional Services Rendered \$ 23,685.00

Total for this Matter \$ 23,685.00

RE: Court Hearings
699842. 0008

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
06/20/2001	Documentation for RAR for 6/21/01 hearings.	Krieger, A.	0.2
06/21/2001	Attend court hearing re preliminary injunction, finalization of misc. first day motions, etc.	Raskin, R.	8.0

<u>Summary of Hours</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Krieger, Arlene	0.2	\$ 425	\$ 85.00
Raskin, Robert	8.0	550	4,400.00

Total For Professional Services Rendered \$ 4,485.00

Total for this Matter \$ 4,485.00

RE: Executory Contracts/License Agreements
699842. 0011

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
06/01/2001	Telephone call Sam Schwartz re Debtors' draft omnibus claims settlement motion (.2).	Krieger, A.	0.2
06/02/2001	Review debtors' draft motion approving settlement agreement with Zhagrus Environmental and comments thereon (1.0).	Krieger, A.	1.0
06/04/2001	Office conferences A. Taruschio re lease rejection notice and information related by S. Schwartz regarding leases (.2); memo to S. Schwartz re Zhagrus settlement agreement motion (.1).	Krieger, A.	0.3
06/05/2001	Telephone call S. Schwartz re motion establishing omnibus settlement procedures, Zhagrus settlement agreement and motion re retention of experts (.3).	Krieger, A.	0.3
06/06/2001	Prepare revised memorandum re: lease rejection procedures and Granite/Dalieu notices (.6); telephone call S. Schwartz re claims settlement motion (.1); office conference RAR re lease rejections (.1).	Krieger, A.	0.8
06/14/2001	Telephone call Sam Schwartz re information requests on Zhagrus Enviromental settlement (.1).	Krieger, A.	0.1
06/18/2001	Review proposed order re Zhagrus claim settlement and telephone call RAR re same (.3).	Krieger, A.	0.3
06/28/2001	Review former employees motion seeking indemnification (.5).	Krieger, A.	0.5
06/29/2001	Westlaw research on indemnification agreements	Gomelskaya, I.	5.0

Summary of Hours

	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Gomelskaya, Irina	5.0	\$ 150	\$ 750.00
Krieger, Arlene	3.5	425	1,487.50

Total For Professional Services Rendered	\$ 2,237.50
Total for this Matter	\$ 2,237.50

RE: **Sale of Assets**
699842. 0015

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
06/25/2001	Telephone call Sam Schwartz re motion establishing procedures to abandon/sell miscellaneous assets, Peter Project acquisition (.2).	Krieger, A.	0.2
06/26/2001	Telephone calls Sean Cunningham re analysis of the Peter Project acquisition (.3); review analysis and telephone call S. Cunningham re analyses of Peter Project acquisition (.6).	Krieger, A.	0.9
06/26/2001	T/c to J. Kapp (.2), review memo re asset purchase (.5).	Raskin, R.	0.7
06/29/2001	Review Debtors motion to establish procedures to sell assets and prepare comments thereon (1.3)	Krieger, A.	1.3

<u>Summary of Hours</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Krieger, Arlene	2.4	\$ 425	\$ 1,020.00
Raskin, Robert	0.7	550	385.00

Total For Professional Services Rendered \$ 1,405.00

Total for this Matter \$ 1,405.00

RE: Erisa Issues
699842. 0020

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
06/04/2001	Discussion with A. Krieger re Norris compensation.	Keppler, A.	0.2
06/04/2001	Telephone call J. Kapp and then e-mail to T. Maher re Brian McGowan contact on Norris Agreement (.1); telephone call Matt Zaleski re asbestos committee issue on the Debtors employee-related matters (.2); memo re conversation with asbestos committee counsel (.1); telephone call Jay Kapp re discussion with T. Maher (.1); memo re conference call with Tom Maher re outstanding employee-related issues (.1); telephone call S. Cunningham re same (.1); memos from and to T. Maher re substance of conversation with Brian McGowan and additional documentation from McGowan (.3); office conferences A. Keppler re discussions regarding employee-benefit related issues (.4); correspondence from Brian McGowan re Lockhart Agreement and forwarded same (.5).	Krieger, A.	1.9
06/05/2001	Comparison of Armstrong retention plan to Grace retention Plan.	Keppler, A.	0.5
06/05/2001	Telephone calls S. Cunningham re review of Lockhart employment agreement, confidentiality agreement and forwarding Lockhart terms to the Committee (.5); telephone call W. Katschen re Norris Agreement and Debtors' position thereon (.3).	Krieger, A.	0.8
06/06/2001	Telephone call Roger Higgins re preparation of order incorporating agreement on employee-benefit-related matter with the Committee (.2).	Krieger, A.	0.2
06/06/2001	Review e-mails from Company and telephone conference call with Creditors Committee re Norris compensation (0.8).	Wintner, M.	0.8
06/07/2001	Discussion A. Krieger (.2), and review of order (.3), discussion with MSW (.1) re revised order for retention plan, employee benefits and change of control agreements.	Keppler, A.	0.6
06/07/2001	Review orders re assumption of executive agreements, approval of change of control agreement as modified, resolution of Reconsideration Motion (.2); office conference AK re above (.2).	Krieger, A.	1.4
06/08/2001	Office conferences MW re employee benefit and	Krieger, A.	0.4

	contract related orders (.2) telephone call R. Higgins re comments to the orders (.2).		
06/08/2001	Office conference Arlene Krieger re status of employee severance and change of control plans.	Wintner, M.	0.2
06/11/2001	Telephone calls R. Higgins re employee benefit related orders and outstanding issues thereon (.2); review Debtors motions and prepare memo re same (.3).	Krieger, A.	0.5
06/12/2001	Telephone M. Cooper re benefit plans, discussions with A. Krieger and MSW re first day order re benefits, revise draft order.	Keppler, A.	3.7
06/12/2001	Review change in control severance plan (.4) discussions with A. Krieger and MSW re Debtors position for extending plan (.5).	Keppler, A.	0.9
06/12/2001	Office conferences M. Wintner re proposed changes to the employee-benefit orders (.6); telephone calls R. Higgins re same (.2).	Krieger, A.	0.8
06/12/2001	Review status of Debtor's position on employee severance and change of control plans and discussion A. Krieger.	Wintner, M.	0.6
06/13/2001	Office conference with A. Krieger re redraft of retention and severance orders.	Keppler, A.	0.2
06/13/2001	Review employee-related orders and changes marked thereto (.5); office conference with RAR re employee benefit-related orders and further revision thereto (.2); office conference AK re same (.2).	Krieger, A.	0.9
06/14/2001	Office conference A. Keppler re Grace change of control documentation (.1); telephone call Roger Higgins re employee benefit-related orders and additional comments (.3); office conference M. Wintner re employee benefits orders (.2).	Krieger, A.	0.6
06/14/2001	Office conference Arlene Krieger re change of control agreement..	Wintner, M.	0.8
06/15/2001	Telephone S. Zafall re payroll related obligations, discussions with A. Krieger, revise wage motion.	Keppler, A.	2.0
06/19/2001	Telephone call R. Feinstein re status of entry of orders regarding employee benefits (.1); telephone call R. Higgins re same and review by asbestos committees (.4); memo re same (.1); review revised orders and	Krieger, A.	1.1

prepare correspondence to R. Higgins (.5).

<u>Summary of Hours</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Keppler, Abbey	8.1	\$ 425	\$ 3,442.50
Krieger, Arlene	8.6	425	3,655.00
Wintner, Mark	2.4	550	1,320.00

Total For Professional Services Rendered \$ 8,417.50

Total for this Matter \$ 8,417.50

Total For Professional Services Rendered 91,019.00

Total Bill \$ 91,019.00

EXHIBIT C

W R GRACE & CO
THROUGH JUNE 30, 2001

PARTNERS	HOURS	RATE	AMOUNT
Kruger, Lewis	4.9	\$ 650	\$ 3,185.00
Pasquale, Kenneth	10.7	\$ 475	\$ 5,082.50
Raskin, Robert	28.9	\$ 550	\$ 15,895.00
Wintner, Mark	2.4	\$ 550	\$ 1,320.00
ASSOCIATES			
Keppler, Abbey	8.1	\$ 425	\$ 3,442.50
Krieger, Arlene	59.0	\$ 425	\$ 25,075.00
Sasson, Moshe	57.4	\$ 360	\$ 20,664.00
Taruschio Anna	47.5	\$ 245	\$ 11,637.50
PARAPROFESSIONAL			
Bent, Tamika	1.5	\$ 55	\$ 82.50
Gomelskaya, Irina	5.0	\$ 150	\$ 750.00
Serrette, Rosemarie	25.9	\$ 150	\$ 3,885.00
TOTALS:	251.3		\$ 91,019.00

EXHIBIT D

STROOCK & STROOCK & LAVAN LLP
180 Maiden Lane
New York, NY 10038

Disbursement Register

July 17, 2001
Invoice: 238429

RE: W R Grace & Co.
0002 - General

Disbursements incurred for the period through June 30, 2001,
including:

<u>Date</u>	<u>Description</u>	<u>Amount</u>
Outside Messenger Service		
06/11/2001	05/29/2001 Federal Express T#824852618897 R. SERRETTE to: M. LASTOWSKI WILMINGTO	9.40
06/25/2001	Fed Ex 06/06/01 R. Serrette to M. Lastowski Wilmington, DE	9.40
Outside Messenger Service Total		18.80
Local Transportation		
04/12/2001	NYC Two Ways Inc. SERRETTE 03/29/01 22:22 M from 180 MAIDEN LA to SOUTH RICHMON	38.31
05/08/2001	NYC Two Ways Inc. SERRETTE 04/20/01 14:17 M from 767 3 AVE M to 180 MAIDEN LA	39.05
05/08/2001	NYC Two Ways Inc. SERRETTE 04/20/01 9:15 M from 180 MAIDEN LA to 767 3 AVE M	20.69
06/01/2001	VENDOR: Petty Cash; INVOICE#: 05/30/01; DATE: 6/1/01 05/22/01 NY PETTY CASH R.RASKIN	19.00
06/08/2001	VENDOR: Petty Cash; INVOICE#: 06/04/01; DATE: 6/8/01 05/22/01 NY PETTY CASH L.KRUGER	9.00
06/11/2001	NYC Two Ways Inc. KRIEGER 05/28/01 20:30 M from 180 MAIDEN LA to E 80 ST M	24.60
06/11/2001	NYC Two Ways Inc. KRIEGER 05/24/01 20:13 M from 180 MAIDEN LA to E 80 ST M	24.60
06/11/2001	NYC Two Ways Inc K Pasquale 5/22/01 270 Park Ave to 180 Maiden Lane	20.69
06/14/2001	NYC Two Ways Inc. KRUGER 05/29/01 16:40 M from E 52 ST M to 180 MAIDEN LA	20.69
06/14/2001	NYC Two Ways Inc. KRUGER 06/01/01 20:00 M from 180 MAIDEN LA to 153 E 53 ST M	20.69
06/20/2001	NYC Two Ways Inc. SERRETTE 05/16/01 20:24 M from 180 MAIDEN LA to SOUTH RICHMON	38.31
Local Transportation Total		275.63

Long Distance Telephone

06/01/2001	EXTN.3544, TEL.312-861-2124, S.T.16:51, DUR.00:30	0.28
06/01/2001	EXTN.5544, TEL.302-657-4942, S.T.10:36, DUR.01:06	0.56
06/01/2001	EXTN.5544, TEL.201-556-4003, S.T.15:50, DUR.07:18	2.26
06/01/2001	EXTN.5544, TEL.302-657-4900, S.T.17:12, DUR.02:06	0.85
06/01/2001	EXTN.5544, TEL.302-654-1888, S.T.17:18, DUR.01:18	0.56
06/04/2001	EXTN.3544, TEL.312-861-2124, S.T.09:45, DUR.00:30	0.28
06/04/2001	EXTN.3544, TEL.312-861-2160, S.T.10:50, DUR.00:30	0.32
06/04/2001	EXTN.3544, TEL.312-861-2160, S.T.14:58, DUR.00:12	0.32
06/04/2001	EXTN.3544, TEL.312-861-3103, S.T.15:11, DUR.17:18	5.83
06/04/2001	EXTN.5492, TEL.302-657-4900, S.T.10:50, DUR.01:06	0.65
06/04/2001	EXTN.5544, TEL.201-556-4040, S.T.11:58, DUR.03:00	0.97
06/04/2001	EXTN.5544, TEL.302-657-4900, S.T.14:17, DUR.02:00	0.65
06/04/2001	EXTN.5544, TEL.201-556-4040, S.T.14:31, DUR.02:00	0.65
06/04/2001	EXTN.5544, TEL.201-556-4003, S.T.15:08, DUR.02:24	0.97
06/04/2001	EXTN.5544, TEL.201-556-4003, S.T.17:47, DUR.03:12	1.30
06/04/2001	EXTN.5634, TEL.312-861-3103, S.T.10:28, DUR.00:18	0.32
06/04/2001	EXTN.5634, TEL.312-861-3103, S.T.12:32, DUR.00:48	0.32
06/04/2001	EXTN.5634, TEL.312-861-3103, S.T.14:56, DUR.00:30	0.32
06/04/2001	EXTN.5725, TEL.215-563-1600, S.T.12:24, DUR.00:12	0.32
06/04/2001	EXTN.5725, TEL.610-768-7800, S.T.12:26, DUR.01:18	0.65
06/05/2001	EXTN.3544, TEL.201-556-4040, S.T.10:05, DUR.04:30	1.62
06/05/2001	EXTN.5422, TEL.973-424-2031, S.T.11:18, DUR.00:48	0.32
06/05/2001	EXTN.5492, TEL.302-657-4900, S.T.13:40, DUR.01:06	0.65
06/05/2001	EXTN.5544, TEL.302-657-4942, S.T.17:25, DUR.01:30	0.65
06/06/2001	EXTN.5002, TEL.312-861-2124, S.T.15:27, DUR.05:06	1.94
06/06/2001	EXTN.5002, TEL.312-861-2124, S.T.17:58, DUR.03:00	0.97
06/06/2001	EXTN.3544, TEL.312-861-3103, S.T.13:26, DUR.02:06	0.97
06/06/2001	EXTN.5422, TEL.312-861-2124, S.T.11:15, DUR.02:54	0.97
06/06/2001	EXTN.5492, TEL.201-556-4040, S.T.09:46, DUR.00:42	0.32
06/06/2001	EXTN.5923, TEL.312-861-2124, S.T.12:36, DUR.04:36	1.62
06/07/2001	EXTN.5492, TEL.302-657-4900, S.T.11:58, DUR.01:30	0.65
06/07/2001	EXTN.5544, TEL.312-861-2160, S.T.10:28, DUR.02:06	0.97
06/08/2001	EXTN.5422, TEL.312-861-2124, S.T.17:24, DUR.00:48	0.32
06/08/2001	EXTN.5544, TEL.312-861-2160, S.T.13:17, DUR.02:06	0.97
06/08/2001	EXTN.5544, TEL.305-375-6154, S.T.17:53, DUR.00:36	0.32
06/11/2001	EXTN.5422, TEL.312-861-2124, S.T.10:42, DUR.00:30	0.32
06/11/2001	EXTN.5544, TEL.305-375-6154, S.T.10:07, DUR.00:18	0.32
06/11/2001	EXTN.5544, TEL.305-375-6154, S.T.10:50, DUR.03:06	1.30
06/11/2001	EXTN.5544, TEL.312-861-2160, S.T.16:56, DUR.00:36	0.32
06/11/2001	EXTN.5544, TEL.312-861-2160, S.T.18:04, DUR.03:42	1.30
06/11/2001	Cr card calls 4/01-5/01	2.13
06/12/2001	VENDOR: Deraventures, Inc.; INVOICE#: 05056-02201-01; DATE: 5/5/01 Telecomm. Svcs 4/01	3,059.10
06/12/2001	VENDOR: Deraventures, Inc.; INVOICE#: 05056-02201-01; DATE: 5/5/01 Telecomm. Svcs 4/01	700.40
06/12/2001	EXTN.3544, TEL.312-861-2124, S.T.12:27, DUR.00:36	0.32
06/12/2001	EXTN.3544, TEL.312-861-2160, S.T.17:07, DUR.09:48	3.24
06/12/2001	EXTN.5492, TEL.302-657-4924, S.T.16:14, DUR.05:00	1.62
06/12/2001	EXTN.5544, TEL.312-861-2160, S.T.13:06, DUR.00:30	0.32
06/12/2001	EXTN.5544, TEL.201-556-4040, S.T.15:18, DUR.00:30	0.32
06/12/2001	EXTN.5544, TEL.201-556-4040, S.T.17:51, DUR.13:18	4.54
06/13/2001	EXTN.2003, TEL.312-861-2124, S.T.14:01, DUR.04:06	1.62
06/13/2001	EXTN.5003, TEL.847-226-8523, S.T.14:12, DUR.01:36	0.65
06/13/2001	EXTN.5003, TEL.847-226-8523, S.T.14:13, DUR.01:12	0.65

06/13/2001	EXTN.5003, TEL.312-861-3261, S.T.14:15, DUR.00:36	0.32
06/13/2001	EXTN.5003, TEL.312-953-1092, S.T.14:16, DUR.00:36	0.32
06/13/2001	EXTN.5003, TEL.612-667-1916, S.T.14:35, DUR.00:54	0.32
06/13/2001	EXTN.5006, TEL.612-667-1916, S.T.15:54, DUR.02:18	0.97
06/13/2001	EXTN.5006, TEL.201-843-4900, S.T.16:46, DUR.01:18	0.65
06/13/2001	EXTN.3544, TEL.201-556-4040, S.T.17:44, DUR.06:42	2.27
06/13/2001	EXTN.3544, TEL.201-981-1125, S.T.18:35, DUR.00:06	0.32
06/13/2001	EXTN.5492, TEL.973-424-2017, S.T.11:02, DUR.05:06	1.94
06/13/2001	EXTN.5544, TEL.312-861-2124, S.T.13:27, DUR.00:18	0.32
06/13/2001	EXTN.5544, TEL.201-556-4040, S.T.14:21, DUR.02:12	0.97
06/13/2001	EXTN.5544, TEL.201-556-4040, S.T.14:54, DUR.01:00	0.32
06/13/2001	EXTN.5544, TEL.312-861-3103, S.T.16:19, DUR.06:24	2.27
06/13/2001	EXTN.5544, TEL.201-556-4040, S.T.18:21, DUR.00:48	0.32
06/13/2001	EXTN.5544, TEL.201-981-1125, S.T.18:34, DUR.00:18	0.32
06/14/2001	EXTN.3544, TEL.312-861-3103, S.T.10:52, DUR.02:06	0.97
06/14/2001	EXTN.5422, TEL.312-861-2124, S.T.11:56, DUR.00:18	0.32
06/14/2001	EXTN.5422, TEL.312-861-2124, S.T.16:21, DUR.00:48	0.32
06/14/2001	EXTN.5544, TEL.312-861-2124, S.T.10:11, DUR.04:06	1.62
06/14/2001	EXTN.5544, TEL.312-861-2160, S.T.11:32, DUR.16:42	5.51
06/14/2001	EXTN.5544, TEL.302-571-6688, S.T.14:04, DUR.23:36	7.78
06/14/2001	EXTN.5544, TEL.302-656-8162, S.T.14:58, DUR.00:36	0.32
06/14/2001	EXTN.5544, TEL.312-861-3103, S.T.17:14, DUR.00:30	0.32
06/18/2001	VENDOR: Deraventures, Inc.; INVOICE#: 06060-02201-01; DATE: 6/5/01	2,873.70
	Telecomm. Services 5/01	
06/18/2001	EXTN.5544, TEL.302-651-3160, S.T.13:13, DUR.07:06	2.59
06/19/2001	EXTN.5422, TEL.973-424-2000, S.T.13:05, DUR.03:24	1.30
06/19/2001	EXTN.5544, TEL.201-556-4040, S.T.14:55, DUR.01:18	0.65
06/20/2001	EXTN.5492, TEL.302-657-4900, S.T.13:53, DUR.01:48	0.65
06/21/2001	EXTN.5422, TEL.312-861-2124, S.T.10:27, DUR.01:48	0.65
06/21/2001	EXTN.5422, TEL.202-862-5000, S.T.10:30, DUR.00:30	0.32
06/21/2001	EXTN.5422, TEL.0113017281000, S.T.12:02, DUR.00:12	3.32
06/21/2001	EXTN.5562, TEL.202-862-5065, S.T.12:09, DUR.00:18	0.32
06/21/2001	EXTN.5562, TEL.305-374-7580, S.T.14:18, DUR.01:48	0.65
06/21/2001	EXTN.5760, TEL.302-657-4900, S.T.12:16, DUR.02:06	0.97
06/21/2001	EXTN.5760, TEL.302-657-4900, S.T.12:24, DUR.00:48	0.32
06/22/2001	EXTN.5492, TEL.302-657-4924, S.T.13:31, DUR.02:54	0.97
06/25/2001	EXTN.3544, TEL.201-556-4040, S.T.10:40, DUR.01:00	0.32
06/25/2001	EXTN.3544, TEL.312-861-2124, S.T.14:47, DUR.02:24	0.97
06/25/2001	EXTN.5422, TEL.312-861-2124, S.T.10:22, DUR.00:06	0.32
06/25/2001	EXTN.5422, TEL.312-861-2124, S.T.11:10, DUR.00:18	0.32
06/25/2001	EXTN.5422, TEL.312-861-2366, S.T.11:36, DUR.09:54	3.24
06/25/2001	EXTN.5544, TEL.201-981-1125, S.T.10:43, DUR.00:30	0.32
06/25/2001	EXTN.5544, TEL.312-861-2124, S.T.16:40, DUR.00:36	0.32
06/25/2001	EXTN.5544, TEL.973-424-2031, S.T.16:41, DUR.14:06	4.86
06/25/2001	EXTN.5760, TEL.01133142603814, S.T.11:47, DUR.01:06	4.57
06/26/2001	EXTN.5003, TEL.312-861-2124, S.T.14:25, DUR.00:48	0.32
06/26/2001	EXTN.5003, TEL.312-861-2124, S.T.14:49, DUR.00:30	0.32
06/26/2001	EXTN.5003, TEL.312-861-2124, S.T.16:13, DUR.01:00	0.32
06/26/2001	EXTN.5003, TEL.302-571-6600, S.T.16:16, DUR.02:18	0.97
06/26/2001	EXTN.5492, TEL.302-657-4924, S.T.14:46, DUR.03:06	1.30
06/26/2001	EXTN.5544, TEL.201-556-4040, S.T.10:43, DUR.01:18	0.65
06/26/2001	EXTN.5544, TEL.201-556-4040, S.T.11:29, DUR.01:00	0.32
06/26/2001	EXTN.5544, TEL.201-556-4040, S.T.11:45, DUR.00:06	0.32
06/26/2001	EXTN.5544, TEL.201-556-4040, S.T.11:53, DUR.06:42	2.27
06/26/2001	EXTN.5544, TEL.201-556-4040, S.T.17:21, DUR.00:24	0.32

06/27/2001	EXTN.5422, TEL.312-861-2124, S.T.18:02, DUR.00:18	0.32
06/27/2001	EXTN.5492, TEL.201-556-4039, S.T.10:23, DUR.09:30	3.24
06/27/2001	EXTN.5492, TEL.302-657-4900, S.T.13:08, DUR.01:24	0.65
06/27/2001	EXTN.6406, TEL.312-861-2000, S.T.15:21, DUR.00:42	0.32
06/28/2001	EXTN.5422, TEL.312-861-2124, S.T.10:59, DUR.00:18	0.32
06/29/2001	EXTN.5422, TEL.312-861-2124, S.T.10:21, DUR.00:36	0.32
06/29/2001	EXTN.5544, TEL.302-654-5180, S.T.17:19, DUR.03:12	1.30
06/29/2001	EXTN.6605, TEL.941-355-3076, S.T.18:52, DUR.35:30	9.51
Long Distance Telephone Total		6,763.64

Duplicating Costs-in House

06/01/2001	2.20
06/01/2001	1.00
06/04/2001	3.00
06/04/2001	2.80
06/04/2001	1.20
06/04/2001	17.60
06/04/2001	23.00
06/05/2001	3.50
06/05/2001	1.90
06/05/2001	1.00
06/05/2001	1.60
06/05/2001	31.60
06/06/2001	23.70
06/08/2001	0.20
06/11/2001	3.30
06/11/2001	3.50
06/11/2001	1.00
06/11/2001	10.30
06/11/2001	33.80
06/12/2001	2.80
06/12/2001	3.10
06/12/2001	1.50
06/13/2001	0.50
06/13/2001	1.20
06/13/2001	0.50
06/13/2001	1.90
06/14/2001	3.00
06/14/2001	2.90
06/15/2001	1.50
06/15/2001	0.30
06/15/2001	3.50
06/15/2001	2.50
06/15/2001	0.40
06/15/2001	0.40
06/15/2001	0.30
06/18/2001	1.80
06/18/2001	3.30
06/18/2001	24.60
06/18/2001	1.50
06/19/2001	5.40
06/19/2001	3.90
06/19/2001	6.00
06/19/2001	0.70
06/19/2001	17.70
06/20/2001	0.60

06/20/2001	4.80
06/20/2001	14.70
06/20/2001	0.80
06/20/2001	75.90
06/20/2001	3.00
06/20/2001	112.70
06/20/2001	0.20
06/21/2001	1.10
06/21/2001	0.70
06/22/2001	63.20
06/22/2001	11.40
06/25/2001	8.90
06/25/2001	3.20
06/26/2001	5.00
06/26/2001	3.30
06/26/2001	0.20
06/26/2001	0.30
06/26/2001	0.30
06/27/2001	4.20
06/27/2001	0.90
06/27/2001	14.80
06/28/2001	35.10
06/28/2001	47.70
06/28/2001	46.20
06/29/2001	2.00
06/29/2001	10.50
06/29/2001	21.60
06/29/2001	11.10
06/29/2001	23.10
Duplicating Costs-in House Total	784.90

Postage

06/11/2001	Postage Charged by on 05/30/2001	23.52
06/29/2001	6/25/01	0.68
Postage Total		24.20

Miscellaneous

06/27/2001	VENDOR: Moshe Sasson; INVOICE#: 06/20/01; DATE: 6/27/01	995.00
	06/17 - 06/19 MEALEY CONFERENCES IN PA -	
	REGISTRATION FEE FOR CONFERENCE	
Miscellaneous Total		995.00

Lexis/Nexis

06/28/2001		18.19
Lexis/Nexis Total		18.19

Facsimile Charges

06/06/2001	FAX # 305-374-7593	5.00
06/12/2001	FAX # 421-6234	13.00
06/19/2001	FAX # 312-660-0313	4.00
06/20/2001	FAX # 302-652-4400 on 05/25/2001	6.00
06/20/2001	FAX # 973-424-2001 on 05/25/2001	6.00
06/21/2001	FAX # 910113017281111	7.00
06/21/2001	FAX # 910113017281111	1.00
Facsimile Charges Total		42.00

Travel Expenses - Transportation

06/14/2001	AMEX KRIEGER/ARLENE NYP WIL NYP on 05/17/2001	138.00
06/14/2001	AMEX RASKIN/ROBERT A NYP WIL NYP on 05/02/2001	161.00
06/25/2001	VENDOR: American Express; INVOICE#: 18436; DATE: 5/2/01 lawyers trav fee 5/2 R Raskin	35.00
06/26/2001	VENDOR: American Express; INVOICE#: 18604; DATE: 5/17/01 lawyers trav fee A Krieger 5/17	35.00

Travel Expenses - Transportation Total	369.00
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Travel Expenses - Lodging

06/27/2001	VENDOR: Moshe Sasson; INVOICE#: 06/20/01; DATE: 6/27/01 06/17 - 06/19 MEALEY CONFERENCES IN PA - HOTEL	521.32
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Travel Expenses - Lodging Total	521.32
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Travel Expenses - Meals

06/27/2001	VENDOR: Moshe Sasson; INVOICE#: 06/20/01; DATE: 6/27/01 06/17 - 06/19 MEALEY CONFERENCES IN PA - MEALS	119.38
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Travel Expenses - Meals Total	119.38
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Westlaw

06/22/2001		8.67
06/28/2001		10.10
06/29/2001		207.00
06/29/2001		0.09
06/29/2001		55.72
06/30/2001		60.00

Westlaw Total	341.58
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Document Review

06/26/2001	VENDOR: Parcels/ Virtual Docket; INVOICE#: 2671; DATE: 5/31/01 4/23-5/19	14.00
06/26/2001	VENDOR: Parcels/ Virtual Docket; INVOICE#: 2671; DATE: 5/31/01 4/23-5/19	68.50
06/29/2001	VENDOR: Parcels/ Virtual Docket; INVOICE#: 2671; DATE: 5/31/01 4/23-5/19	90.00
06/29/2001	VENDOR: Parcels/ Virtual Docket; INVOICE#: 2671; DATE: 5/31/01 4/23-5/19	12.00

Document Review Total	184.50
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Matter Disbursement Summary

Outside Messenger Service	\$ 18.80
Local Transportation	275.63
Long Distance Telephone	6763.64
Duplicating Costs-in House	784.90
Postage	24.20
Miscellaneous	995.00
Document Review	184.50
Lexis/Nexis	18.19
Facsimile Charges	42.00
Travel Expenses - Transportation	369.00
Travel Expenses - Lodging	521.32
Travel Expenses - Meals	119.38
Westlaw	341.58
Total Disbursements/Charges	\$ 10,458.14

- EXHIBIT D -

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: W. R. GRACE & CO., <u>et al.</u>, Debtors.)))))	Chapter 11 Case No. 01-01139 (JJF) Jointly Administered
--	-----------------------	--

AFFIDAVIT

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

LEWIS KRUGER, being duly sworn, deposes and says:

1. I am a member of the firm of Stroock & Stroock & Lavan LLP
("Stroock"), which firm maintains offices for the practice of law at 180 Maiden Lane, New York,
New York 10038-4982. Stroock has acted as counsel to and has rendered professional services
on behalf of the Official Committee of Unsecured Creditors (the "Committee") of W. R. Grace
& Co., and sixty-one of its domestic subsidiaries and affiliates which are debtors and debtors-in-
possession before this Court.

2. This affidavit is submitted pursuant to Bankruptcy Rule 2016(a) in support
of Stroock's first quarterly interim verified application for compensation and for the
reimbursement of expenses for services rendered during the period from April 12, 2001 through
and including June 30, 2001 in the aggregate amount of \$389,191.75.

3. All services for which compensation is requested by Stroock were professional services performed for and on behalf of the Committee from April 12, 2001 through and including June 30, 2001 and not on behalf of any other person.

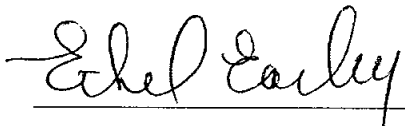
4. In accordance with Title 18 U.S.C. Section 155, neither I nor any member or associate of my firm has entered into any agreement, express or implied, with any other party-in-interest for the purpose of fixing the amount of any of the fees or other compensation to be allowed out of or paid from the Debtors' assets.

5. In accordance with Section 504 of the Bankruptcy Code, no agreement or understanding exists between me, my firm, or any member or associate thereof, on the one hand, and any other person, on the other hand, for division of such compensation as my firm may receive for services rendered in connection with these cases, nor will any division of fees prohibited by Section 504 of the Bankruptcy Code be made by me or any partner or associate of my firm.


LEWIS KRUGER

Sworn to before me this

27th day of July, 2001



Notary Public

ETHEL EARLEY
Notary Public, State of New York
No. 03-4650662
Qualified in Bronx County
Commission Expires March 30, 2003

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:	)	Chapter 11
)	
W.R. Grace & Co., et al.,	)	Case No. 01-01139 (JJF)
)	
	)	Jointly Administered
Debtors.)	
	)	Objections due: August 20, 2001 at 4:00 p.m.
		Hearing date: To be scheduled, only if objections
		are timely filed and served.

CERTIFICATE OF SERVICE

I, Shelley A. Hollinghead, Esquire, certify that I am not less than 18 years of age, and that service of a copy of the attached **First Quarterly Interim Application of Stroock & Stroock & Lavan LLP for Compensation for Services and Reimbursement of Expenses as Counsel to the Committee of Unsecured Creditors of W. R. Grace & Co., et al., for the Interim Period from April 12, 2001 Through June 30, 2001** was made July 30, 2001, upon:

All of the parties indicated on the attached Service List by first class mail, postage prepaid, or as otherwise indicated.

Under penalty of perjury, I declare that the foregoing is true and correct.

July 30, 2001
Date

Shelley A. Hollinghead
Shelley A. Hollinghead, Paralegal

W.R. GRACE FEE APPLICATION SERVICE LIST

Case No. 01-01139 (JJF)

Doc. No. Word147513v1

Via Hand Delivery

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